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

**Form 10-Q**

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.**

For the quarterly period ended March 31, 2008

**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 000-51858

**ATEL Capital Equipment Fund XI, LLC**  
(Exact name of registrant as specified in its charter)

**California**  
(State or other jurisdiction of  
Incorporation or organization)

**20-1357935**  
(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**

Securities registered pursuant to section 12(b) of the Act: None

Securities registered pursuant to section 12(g) of the Act: Limited Liability Company Units

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 a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "accelerated filer, large accelerated filer and smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The number of Limited Liability Company Units outstanding as of April 30, 2008 was 5,230,507.

**DOCUMENTS INCORPORATED BY REFERENCE**

None.

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## ATEL CAPITAL EQUIPMENT FUND XI, LLC

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**Part I. FINANCIAL INFORMATION**

**Item 1. Financial Statements (Unaudited).**

**ATEL CAPITAL EQUIPMENT FUND XI, LLC  
BALANCE SHEETS  
MARCH 31, 2008 AND DECEMBER 31, 2007  
(in thousands)**

	<u>March 31, 2008</u> (Unaudited)	<u>December 31, 2007</u>
<b>ASSETS</b>		
Cash and cash equivalents	\$ 2,812	\$ 1,662
Accounts receivable, net of allowance for doubtful accounts of \$74 as of March 31, 2008 and \$125 as of December 31, 2007	348	418
Notes receivable, net of unearned interest income of \$1,311 as of March 31, 2008 and \$1,432 as of December 31, 2007	6,512	7,336
Investment in securities	497	497
Investments in equipment and leases, net of accumulated depreciation of \$16,044 as of March 31, 2008 and \$13,547 as of December 31, 2007	47,113	49,106
Due from Affiliate	—	146
Other assets	17	32
<b>Total assets</b>	<u><u>\$ 57,299</u></u>	<u><u>\$ 59,197</u></u>
<b>LIABILITIES AND MEMBERS' CAPITAL</b>		
Accounts payable and accrued liabilities:		
Managing Member	\$ 153	\$ 381
Accrued distributions to Other Members	554	554
Other	509	668
Non-recourse debt	19,180	20,579
Acquisition facility obligation	5,500	4,000
Unearned operating lease income	1,216	1,388
<b>Total liabilities</b>	<u><u>27,112</u></u>	<u><u>27,570</u></u>
Commitments and contingencies		
Members' capital:		
Managing Member	—	—
Other Members	30,187	31,627
<b>Total Members' capital</b>	<u><u>30,187</u></u>	<u><u>31,627</u></u>
<b>Total liabilities and Members' capital</b>	<u><u>\$ 57,299</u></u>	<u><u>\$ 59,197</u></u>

See accompanying notes.

**ATEL CAPITAL EQUIPMENT FUND XI, LLC**  
**STATEMENTS OF OPERATIONS**  
**THREE MONTHS ENDED**  
**MARCH 31, 2008 AND 2007**  
(in thousands, except per unit data)  
**(Unaudited)**

	<b>Three months ended March 31,</b>	
	<b>2008</b>	<b>2007</b>
<b>Revenues:</b>		
Operating lease income	\$ 2,993	\$ 2,145
Direct financing leases	1	—
Notes receivable interest income	197	203
Gain of sale of assets and early termination of notes	36	112
Gain on sale of securities	41	9
Interest income	8	19
Other	11	14
<b>Total revenues</b>	<b>3,287</b>	<b>2,502</b>
<b>Expenses:</b>		
Depreciation of operating lease assets	2,497	1,799
Asset management fees to Managing Member	189	136
Acquisition expense	48	265
Cost reimbursements to Managing Member	250	174
Recovery of provision for doubtful accounts	(51)	(12)
Amortization of initial direct costs	54	47
Interest expense	375	181
Professional fees	86	211
Outside services	7	28
Other	29	39
<b>Total operating expenses</b>	<b>3,484</b>	<b>2,868</b>
Other income, net	65	35
<b>Net loss</b>	<b>\$ (132)</b>	<b>\$ (331)</b>
<b>Net income (loss):</b>		
Managing Member	\$ 98	\$ 131
Other Members	(230)	(462)
	<b>\$ (132)</b>	<b>\$ (331)</b>
Net loss per Limited Liability Company Unit (Other Members)	\$ (0.04)	\$ (0.09)
Weighted average number of Units outstanding	5,230,507	5,232,607

See accompanying notes.

**ATEL CAPITAL EQUIPMENT FUND XI, LLC**  
**STATEMENTS OF CHANGES IN MEMBERS' CAPITAL**  
**FOR THE YEAR ENDED DECEMBER 31, 2007**  
**AND FOR THE**  
**THREE MONTHS ENDED**  
**MARCH 31, 2008**  
(in thousands, except per unit data)  
**(Unaudited)**

	<u>Other Members</u>		<u>Managing</u>	<u>Total</u>
	<u>Units</u>	<u>Amount</u>	<u>Member</u>	
Balance December 31, 2006	5,232,607	\$38,135	\$ —	\$38,135
Repurchases of Limited Liability Company Units	(600)	(5)	—	(5)
Rescissions of capital contributions	(1,500)	(15)	—	(15)
Distributions to Other Members (\$0.93 per Unit)	—	(4,838)	—	(4,838)
Distributions to Managing Member	—	—	(426)	(426)
Net (loss) income	—	(1,650)	426	(1,224)
Balance December 31, 2007	<u>5,230,507</u>	<u>31,627</u>	<u>—</u>	<u>31,627</u>
Distributions to Other Members (\$0.23 per Unit)	—	(1,210)	—	(1,210)
Distributions to Managing Member	—	—	(98)	(98)
Net (loss) income	—	(230)	98	(132)
Balance March 31, 2008	<u><u>5,230,507</u></u>	<u><u>\$30,187</u></u>	<u><u>\$ —</u></u>	<u><u>\$30,187</u></u>

See accompanying notes.

**ATEL CAPITAL EQUIPMENT FUND XI, LLC**  
**STATEMENTS OF CASH FLOWS**  
**THREE MONTHS ENDED**  
**MARCH 31, 2008 AND 2007**  
(in thousands)  
(Unaudited)

	<u>Three months ended March 31,</u>	
	<u>2008</u>	<u>2007</u>
<b>Operating activities:</b>		
Net loss	\$ (132)	\$ (331)
Adjustment to reconcile net loss to cash provided by (used in) operating activities:		
Gain on sales of assets and early termination of notes	(36)	(112)
Depreciation of operating lease assets	2,497	1,799
Amortization of initial direct costs	54	47
Amortization of unearned income on direct finance leases	(1)	—
Amortization of unearned income on notes receivable	(197)	(203)
Recovery of provision for doubtful accounts	(51)	(12)
Gain on sale of securities	(41)	(9)
Changes in operating assets and liabilities:		
Accounts receivable	121	159
Prepaid and other assets	15	(9)
Accounts payable, Managing Member	(228)	45
Accounts payable, other	(159)	(1,427)
Accrued liabilities, affiliates	146	—
Unearned operating lease income	(172)	(107)
<b>Net cash provided by (used in) operating activities</b>	<u>1,816</u>	<u>(160)</u>
<b>Investing activities:</b>		
Purchases of equipment on operating leases	(543)	(5,313)
Proceeds from early termination of notes receivable	1,017	1,191
Payments of initial direct costs	(9)	(27)
Payments received on direct finance leases	2	19
Note receivable advances	(757)	(859)
Proceeds from sale of securities	41	9
Payments on notes receivable	790	877
<b>Net cash provided by (used in) investing activities</b>	<u>541</u>	<u>(4,103)</u>
<b>Financing activities:</b>		
Borrowings under non-recourse debt	—	5,745
Repayments under non-recourse debt	(1,399)	(94)
Borrowings under acquisition facility	3,000	5,500
Repayments under acquisition facility	(1,500)	(9,000)
Distributions to Other Members	(1,210)	(1,210)
Distributions to Managing Member	(98)	(131)
<b>Net cash (used in) provided by financing activities</b>	<u>(1,207)</u>	<u>810</u>
<b>Net increase (decrease) in cash and cash equivalents</b>	1,150	(3,453)
<b>Cash and cash equivalents at beginning of period</b>	1,662	4,902
<b>Cash and cash equivalents at end of period</b>	<u>\$ 2,812</u>	<u>\$ 1,449</u>
<b>Supplemental disclosures of cash flow information:</b>		
Cash paid during the period for interest	<u>\$ 387</u>	<u>\$ 150</u>
<b>Schedule of non-cash transactions:</b>		
Distributions payable to Other Members at period-end	<u>\$ 554</u>	<u>\$ 554</u>

See accompanying notes.

## ATEL CAPITAL EQUIPMENT FUND XI, LLC

### NOTES TO FINANCIAL STATEMENTS

#### 1. Organization and Limited Liability Company matters:

ATEL Capital Equipment Fund XI, LLC (the “Company”) was formed under the laws of the State of California on June 25, 2004. The Company was formed for the purpose of acquiring equipment to engage in equipment leasing, lending and sales activities. The Managing Member of the Company is ATEL Financial Services, LLC (“AFS”), a California limited liability company. The Company may continue until December 31, 2025. Each Member’s personal liability for obligations of the Company generally will be limited to the amount of their respective contributions and rights to undistributed profits and assets of the Company.

The Company conducted a public offering of 15,000,000 Limited Liability Company Units (“Units”), at a price of \$10 per Unit. On May 31, 2005, subscriptions for the minimum number of Units (120,000, representing \$1.2 million) had been received and AFS requested that the subscriptions be released to the Company. On that date, the Company commenced operations in its primary business (acquiring equipment to engage in equipment leasing, lending and sales activities). As of July 13, 2005, the Company had received subscriptions for 958,274 Units (\$9.6 million), thus exceeding the \$7.5 million minimum requirement for Pennsylvania, and AFS requested that the remaining funds in escrow (from Pennsylvania investors) be released to the Company. The Company terminated sales of Units effective April 30, 2006. Net contributions of \$52.3 million were received through March 31, 2008, consisting of approximately \$52.8 million in gross contributions from Other Members purchasing Units under the public offering less rescissions and repurchases of \$532 thousand. As of March 31, 2008, 5,230,507 Units were issued and outstanding.

The Company’s principal objectives are to invest in a diversified portfolio of equipment that (i) preserves, protects and returns the Company’s invested capital; (ii) generates regular distributions to the Members of cash from operations and cash from sales or refinancing, with any balance remaining after certain minimum distributions to be used to purchase additional equipment during the reinvestment period (“Reinvestment Period”) (defined as six full years following the year the offering was terminated), which ends December 31, 2012, and (iii) provides additional distributions following the Reinvestment Period and until all equipment has been sold. The Company is governed by its Limited Liability Company Operating Agreement (“Operating Agreement”), as amended.

The Company, or AFS on behalf of the Company, has incurred costs in connection with the organization, registration and issuance of the Limited Liability Company Units (Note 5). The amount of such costs to be borne by the Company is limited by certain provisions of the Company’s Operating Agreement. The Company will pay AFS and affiliates of AFS substantial fees which may result in a conflict of interest. The Company will pay substantial fees to AFS and its affiliates before distributions are paid to investors even if the Company does not produce profits. Therefore, the financial position of the Company could change significantly.

The Company’s 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, 2007, filed with the Securities and Exchange Commission.

#### 2. 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 8 of Regulation S-X. The unaudited interim financial statements reflect all adjustments which are, in the opinion of the Managing Member, necessary for 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 months ended March 31, 2008 are not necessarily indicative of the results for the year ending December 31, 2008.

## ATEL CAPITAL EQUIPMENT FUND XI, LLC

### NOTES TO FINANCIAL STATEMENTS

#### **2. Summary of significant accounting policies (continued):**

Certain prior year amounts have been reclassified to conform to the current year presentation. These reclassifications had no effect on equity or net income.

Footnote and tabular amounts are presented in thousands, except as to Units and per Unit data.

#### *Use of estimates:*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Such estimates primarily relate to the determination of residual values at the end of the lease term and expected future cash flows used for impairment analysis purposes and for determination of the allowance for doubtful accounts and reserve for credit losses on notes receivable.

#### *Cash and cash equivalents:*

Cash and cash equivalents include cash in banks and cash equivalent investments with original maturities of ninety days or less.

#### *Credit risk:*

Financial instruments that potentially subject the Company to concentrations of credit risk include cash and cash equivalents, direct finance lease receivables, notes receivable and accounts receivable. The Company places its cash deposits and temporary cash investments with creditworthy, high quality financial institutions and believes that a concentration of such deposits and temporary cash investments is not deemed to create a significant risk to the Company. Accounts receivable represent amounts due from lessees and borrowers in various industries, related to equipment on operating and direct financing leases, and notes receivable.

#### *Accounts receivable:*

Accounts receivable represent the amounts billed under operating and direct financing lease contracts which are currently due to the Company. Allowances for doubtful accounts are established based on historical charge off and collection experience and the collectability of specifically identified lessees and invoiced amounts. Accounts receivable are charged off against the allowance on specific identification basis. Recoveries of amounts that were previously written-off are recorded as other income in the period received.

#### *Direct financing leases and related revenue recognition:*

Income from direct financing lease transactions is reported using the financing method of accounting, in which the Company's investment in the leased property is reported as a receivable from the lessee to be recovered through future rentals. The interest income portion of each rental payment is calculated so as to generate a constant rate of return on the net receivable outstanding.

Allowances for losses on direct financing leases are typically established based on historical charge off and collection experience and the collectability of specifically identified lessees and billed and unbilled receivables. Direct financing leases are charged off to the allowance as they are deemed uncollectible.

## ATEL CAPITAL EQUIPMENT FUND XI, LLC

### NOTES TO FINANCIAL STATEMENTS

#### **2. Summary of significant accounting policies (continued):**

Direct financing leases are generally placed in a non-accrual status (i.e., no revenue is recognized) when payments are more than 90 days past due. Additionally, management periodically reviews the credit worthiness of all direct finance lessees with payments outstanding less than 90 days. Based upon management's judgment, direct finance lessees with balances less than 90 days delinquent may be placed in a non-accrual status. Leases placed on non-accrual status are only returned to an accrual status when the account has been brought current and management believes recovery of the remaining unpaid lease payments is probable.

#### *Equipment on operating leases and related revenue recognition:*

Equipment subject to operating leases is stated at cost. Depreciation is being recognized on a straight-line method over the terms of the related leases to the equipment's estimated residual values at the end of the leases. Maintenance costs associated with the Fund's portfolio of leased assets are expensed upon receipt of invoice.

Operating lease revenue is recognized on a straight-line basis over the term of the underlying leases. The initial lease terms will vary as to the type of equipment subject to the leases, the needs of the lessees and the terms to be negotiated, but initial leases are generally from 36 to 120 months. The difference between rent received and rental revenue recognized is recorded as unearned operating lease income on the balance sheet.

#### *Notes receivable, unearned interest income and related revenue recognition:*

The Company records all future payments of principal and interest on notes as notes receivable which are then offset by the amount of any related unearned interest income. For financial statement purposes, the Company reports only the net amount of principal due on the balance sheet. The unearned interest is recognized over the term of the note and the income portion of each note payment is calculated so as to generate a constant rate of return on the net balance outstanding. Any fees or costs related to notes receivable are recorded as part of the net investment in notes receivable and amortized over the term of the loan.

Allowances for losses on notes receivable are typically established based on historical charge off and collection experience and the collectability of specifically identified borrowers and billed and unbilled receivables. Notes are considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the note agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Notes are charged off to the allowance as they are deemed uncollectible.

Notes receivable are generally placed in a non-accrual status (i.e., no revenue is recognized) when payments are more than 90 days past due. Additionally, management periodically reviews the credit worthiness of companies with note payments outstanding less than 90 days. Based upon management's judgment, notes may be placed in a non-accrual status. Notes placed on non-accrual status are only returned to an accrual status when the account has been brought current and management believes recovery of the remaining unpaid receivable is probable.

#### *Initial direct costs:*

The Company capitalizes initial direct costs ("IDC") associated with the origination and funding of lease assets and investments in notes receivable as defined in Statement of Financial Accounting Standards ("SFAS") No. 91 ("SFAS No. 91") "Accounting for Nonrefundable Fees and Costs Associated with Originating or Acquiring Loans and Initial Direct Costs of Leases." IDC includes both internal costs (e.g., labor and overhead) and external broker fees incurred with the origination. The costs are amortized on a lease by lease (or note by note) basis based on actual contract term using a straight-line method for operating leases and the effective interest rate method for direct finance leases and notes receivable. Upon disposal of the underlying lease assets, both the initial direct costs and the associated accumulated amortization are relieved. Costs related to leases or notes receivable that are not consummated are not eligible for capitalization as initial direct costs and are expensed as acquisition expense.

## ATEL CAPITAL EQUIPMENT FUND XI, LLC

### NOTES TO FINANCIAL STATEMENTS

#### **2. Summary of significant accounting policies (continued):**

##### *Acquisition expense:*

Acquisition expense represents costs which include, but are not limited to, legal fees and expenses, travel and communication expenses, cost of appraisals, accounting fees and expenses and miscellaneous expenses related to the selection and acquisition of equipment which are reimbursable to the Managing Member under the terms of the Operating Agreement. As the costs are not eligible for capitalization as initial direct costs, such amounts are expensed as incurred.

##### *Asset valuation:*

Recorded values of the Company's asset portfolio are periodically reviewed for impairment in accordance with SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." An impairment loss is measured and recognized only if the estimated undiscounted future cash flows of the asset are less than their net book value. The estimated undiscounted future cash flows are the sum of the estimated residual value of the asset at the end of the asset's expected holding period and estimates of undiscounted future rents. The residual value assumes, among other things, that the asset is utilized normally in an open, unrestricted and stable market. Short-term fluctuations in the market place are disregarded and it is assumed that there is no necessity either to dispose of a significant number of the assets, if held in quantity, simultaneously or to dispose of the asset quickly. Impairment is measured as the difference between the fair value (as determined by a valuation method using discounted estimated future cash flows) of the asset and its carrying value on the measurement date.

##### *Segment reporting:*

The Company reports segment information in accordance with SFAS No. 131 "Disclosures about Segments of an Enterprise and Related Information." SFAS No. 131 establishes annual and interim standards for operating segments of a company. It also requires entity-wide disclosures about the products and services an entity provides, the material countries in which it holds assets and reports revenue, and its major customers. The Company is not organized by multiple operating segments for the purpose of making operating decisions or assessing performance. Accordingly, the Company operates in one reportable operating segment in the United States.

The Company's chief operating decision makers are the Managing Member's Chief Executive Officer and its Chief Operating Officer. The Company believes that its equipment leasing business operates as one reportable segment because: a) the Company measures profit and loss at the equipment portfolio level as a whole; b) the chief operating decision makers do not review information based on any operating segment other than the equipment leasing transaction portfolio; c) the Company does not maintain discrete financial information on any specific segment other than its equipment financing operations; d) the Company has not chosen to organize its business around different products and services other than equipment lease financing; and e) the Company has not chosen to organize its business around geographic areas.

**ATEL CAPITAL EQUIPMENT FUND XI, LLC**

**NOTES TO FINANCIAL STATEMENTS**

**2. Summary of significant accounting policies (continued):**

The primary geographic regions in which the Company seeks leasing opportunities are North America and Europe. The table below summarizes geographic information relating to the sources, by nation, of the Company's total revenues for the three months ended March 31, 2008 and 2007 and long-lived assets as of March 31, 2008 and December 31, 2007 (in thousands):

	For the three months ended March 31,			
	2008	% of Total	2007	% of Total
<b>Revenue</b>				
United States	\$ 3,041	93%	\$ 2,257	90%
United Kingdom	246	7%	245	10%
Total International	246	7%	245	10%
<b>Total</b>	<b>\$ 3,287</b>	<b>100%</b>	<b>\$ 2,502</b>	<b>100%</b>

  

	As of March 31,		As of December 31,	
	2008	% of Total	2007	% of Total
<b>Long-lived assets</b>				
United States	\$44,019	93%	\$45,786	93%
United Kingdom	3,094	7%	3,320	7%
Total International	3,094	7%	3,320	7%
<b>Total</b>	<b>\$47,113</b>	<b>100%</b>	<b>\$49,106</b>	<b>100%</b>

*Investment in securities*

*Purchased securities*

Purchased securities are not registered for public sale and are carried at cost. Securities are adjusted to fair value if the carrying value is less than fair value and such impairment is deemed by the Managing Member to be other than temporary. The Company utilizes quoted market prices to value its investments in publicly traded borrowers, and uses the borrowers' subsequent private placements, on a per share basis, to estimate the fair value of its investments in non-publicly traded borrowers. Such determination of fair value may be adjusted pursuant to other factors which include, but are not limited to, available financial information, the terms and condition of subsequent placements, the issuer's ability to meet its current obligations and indications of the issuer's subsequent ability to raise capital. The Managing Member's estimate and assumption of fair value of the private securities may differ significantly from the values that would have been used had a ready market existed, and the differences could be material. See note 11 for further discussion.

*Warrants*

Warrants owned by the Company are not registered for public sale, but are considered derivatives and are carried at an estimated fair value on the balance sheet at the end of the period, as determined by the Managing Member. The fair values of the warrants are determined based either upon the Black-Scholes pricing model for warrants with borrowers who are in S-1 registration with industry recognized investment bankers, or the price per share of subsequent private placements. Such determination of fair value may be adjusted pursuant to other factors which include, but are not limited to, available financial information, the terms and condition of subsequent placements, the issuer's ability to meet its current obligations and indications of the issuer's subsequent ability to raise capital. The Managing Member's estimate and assumption of fair value of the private securities may differ significantly from the values that would have been used had a ready market existed, and the differences could be material. At March 31, 2008 and December 31, 2007, the Managing Member estimated the fair value of the warrants to be nominal in amount. See note 11 for further discussion.

## ATEL CAPITAL EQUIPMENT FUND XI, LLC

### NOTES TO FINANCIAL STATEMENTS

#### **2. Summary of significant accounting policies (continued):**

##### *Foreign currency transactions:*

Foreign currency transaction gains and losses are reported in the results of operations as “other income” or “other loss” in the period in which they occur. Currently, the Company does not use derivative instruments to hedge its economic exposure with respect to assets, liabilities and firm commitments as the foreign currency transactions risks to date have not been significant. The Company recognized net foreign currency gains of \$65 thousand and \$35 thousand for the three months ended March 31, 2008 and 2007, respectively. Such net foreign currency gains are reflected as other income, net.

##### *Unearned operating lease income:*

The Company records prepayments on operating leases as a liability, unearned operating lease income. The liability is recorded when the prepayments are received and recognized as operating lease revenue ratably over the period to which the prepayments relate.

##### *Income taxes:*

The Company is treated as a partnership for federal income tax purposes. Pursuant to the provisions of Section 701 of the Internal Revenue Code, a partnership is not subject to federal income taxes. Accordingly, the Company has provided current income taxes for only those states which levy income taxes on partnerships.

##### *Other income, net:*

During the three months ended March 31, 2008 and 2007, other income, net was comprised of gains on foreign currency transactions.

##### *Per unit data:*

Net income (loss) and distributions per Unit are based upon the weighted average number of Other Members' Units outstanding during the period.

##### *Organization and Offering Expenses:*

The Managing Member and its affiliates were reimbursed for certain expenses in connection with the organization of the Company and the offering of Units. Total Organization and Offering Expenses (“Syndication Costs”) paid or reimbursed by the Company, including selling commissions payable directly by the Company, did not exceed 15% of offering proceeds up to \$25 million (the “Cap”) and 14% of the offering proceeds in excess of the “Cap”. Syndication Costs were recorded by the Company as a reduction of Other Members' Capital.

##### *Recent Accounting Pronouncements*

In March 2008, the FASB issued SFAS No. 161, “Disclosures about Derivative Instruments and Hedging Activities” (“SFAS 161”), as an amendment to SFAS No. 133, “Accounting for Derivative Instruments and Hedging Activities.” SFAS 161 requires that objectives for using derivative instruments be disclosed in terms of underlying risk and accounting designation. The fair value of derivative instruments and their gains and losses will need to be presented in tabular format in order to present a more complete picture of the effects of using derivative instruments. SFAS 161 is effective for financial statements issued for fiscal years beginning after November 15, 2008. The Company is currently evaluating the impact of adopting this pronouncement.

In December 2007, the Financial Accounting Standards Board (FASB) issued SFAS No. 141R, “Business Combinations” (“SFAS 141R”). SFAS 141R replaces SFAS 141 and establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any non controlling interest in the acquiree and the goodwill acquired. SFAS 141R also establishes disclosure requirements which will enable users to evaluate the nature and financial effects of the business combination. This standard is effective for fiscal years beginning after December 15, 2008. The Company does not presently anticipate the adoption of SFAS 141R to significantly impact its financial position, results of operations or cash flows.

## ATEL CAPITAL EQUIPMENT FUND XI, LLC

### NOTES TO FINANCIAL STATEMENTS

#### 2. Summary of significant accounting policies (continued):

In February 2007, the FASB issued SFAS No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities—including an amendment of FASB Statement No. 115” (“SFAS 159”). This Statement permits entities to choose to measure many financial instruments and certain other items at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. This Statement is expected to expand the use of fair value measurement, which is consistent with the Board’s long-term measurement objectives for accounting for financial instruments. The Company adopted the provisions of SFAS 159 on January 1, 2008. The adoption of SFAS 159 did not have a significant effect on the Company’s financial position, results of operations or cash flows.

In September 2006, the FASB issued SFAS No. 157, “Fair Value Measurements” (“SFAS 157”). This standard clarifies the definition of fair value for financial reporting, establishes a framework for measuring fair value and requires additional disclosures about the use of fair value measurements. The provisions of SFAS 157 were to be effective for fiscal years beginning after November 15, 2007. However, in February 2008, the FASB issued FASB Staff Position (“FSP”) No. 157-2, which defers the effective date of SFAS 157 as it pertains to fair value measurements of nonfinancial assets and nonfinancial liabilities until fiscal years beginning after November 15, 2008. On January 1, 2008, the Company adopted the provisions of SFAS 157 except as it applied to its investment in equipment and leases, and other nonfinancial assets and nonfinancial liabilities as noted in FSP No. 157-2. The partial adoption of SFAS 157 did not have a significant effect on the Company’s financial position, results of operations or cash flows.

#### 3. Notes receivable:

The Company has various notes receivable from borrowers who have financed the purchase of equipment through the Company. The terms of the notes receivable generally are up to 120 months and bear interest at rates ranging from 8.5% to 17.4%. The notes are secured by the equipment financed. There were no impaired notes at March 31, 2008. The minimum future payments receivable as of March 31, 2008 are as follows (in thousands):

Nine months ending December 31, 2008	\$ 2,274
Year ending December 31, 2009	2,191
2010	1,632
2011	443
2012	393
2013	295
Thereafter	575
	7,803
Less: portion representing unearned interest income	(1,311)
	6,492
Unamortized indirect costs	20
Notes receivable, net	\$ 6,512

For the three months ended March 31, 2008 and 2007, IDC amortization expense related to notes receivable was \$8 thousand and \$10 thousand. Together with IDC amortization expense related to operating leases and direct finance leases (discussed in footnote 4) of \$46 thousand and \$37 thousand, respectively, total IDC amortization expense was \$54 thousand and \$47 thousand for the three months ended March 31, 2008 and 2007, respectively.

**ATEL CAPITAL EQUIPMENT FUND XI, LLC**

**NOTES TO FINANCIAL STATEMENTS**

**4. Investment in equipment leases:**

The Company's investment in leases consists of the following (in thousands):

	<u>Balance December 31, 2007</u>	<u>Reclassifications &amp; Additions/ Dispositions</u>	<u>Depreciation/ Amortization Expense or Amortization of Leases</u>	<u>Balance March 31, 2008</u>
Net investment in operating leases	\$ 48,524	\$ 543	\$ (2,497)	\$46,570
Net investment in direct financing leases	49	—	(1)	48
Initial direct costs, net of accumulated amortization of \$319 at March 31, 2008 and \$279 at December 31, 2007	533	8	(46)	495
<b>Total</b>	<u>\$ 49,106</u>	<u>\$ 551</u>	<u>\$ (2,544)</u>	<u>\$47,113</u>

Additions to net investment in operating leases are stated at cost and include amounts accrued at March 31, 2008 and December 31, 2007 related to asset purchase obligations.

For the three months ended March 31, 2008 and 2007, IDC amortization expense related to operating leases and direct finance leases was \$46 thousand and \$37 thousand, respectively.

*Impairment of investments in leases and assets held for sale or lease:*

Management periodically reviews the carrying values of its assets on leases and assets held for lease or sale. No impairment losses were recorded for the three months ended March 31, 2008 and 2007. Depreciation expense on property subject to operating leases and property held for lease or sale was \$2.5 million and \$1.8 million for the three months ended March 31, 2008 and 2007, respectively.

All of the leased property was acquired during the years 2005 through 2008.

*Operating leases:*

Property on operating leases consists of the following (in thousands):

	<u>Balance December 31, 2007</u>	<u>Additions</u>	<u>Reclassifications or Dispositions</u>	<u>Balance March 31, 2008</u>
Transportation	\$ 22,845	\$ —	\$ —	\$ 22,845
Materials handling	19,901	543	—	20,444
Construction	11,881	—	—	11,881
Logging and lumber	2,001	—	—	2,001
Aviation	1,658	—	—	1,658
Manufacturing	1,499	—	—	1,499
Marine	1,415	—	—	1,415
Research	725	—	—	725
Office furniture	146	—	—	146
	62,071	543	—	62,614
Less accumulated depreciation	<u>(13,547)</u>	<u>(2,497)</u>	<u>—</u>	<u>(16,044)</u>
<b>Total</b>	<u>\$ 48,524</u>	<u>\$(1,954)</u>	<u>\$ —</u>	<u>\$ 46,570</u>

**ATEL CAPITAL EQUIPMENT FUND XI, LLC**

**NOTES TO FINANCIAL STATEMENTS**

**4. Investment in equipment leases (continued):**

*Direct financing leases:*

As of March 31, 2008, investment in direct financing leases consists of material handling equipment and office furniture. The following lists the components of the Company's investment in direct financing leases as of March 31, 2008 and December 31, 2007 (in thousands):

	<u>March 31, 2008</u>	<u>December 31, 2007</u>
Total minimum lease payments receivable	\$ 44	\$ 47
Estimated residual values of leased equipment (unguaranteed)	10	10
Investment in direct financing leases	54	57
Less unearned income	(6)	(8)
Net investment in direct financing leases	<u>\$ 48</u>	<u>\$ 49</u>

At March 31, 2008, the aggregate amounts of future minimum lease payments to be received are as follows (in thousands):

	<u>Operating Leases</u>	<u>Direct Financing Leases</u>	<u>Total</u>
Nine months ending December 31, 2008	\$ 8,487	\$ 7	\$ 8,494
Year ending December 31, 2009	10,047	10	10,057
2010	8,947	9	8,956
2011	5,977	9	5,986
2012	2,920	9	2,929
2013	1,848	—	1,848
Thereafter	1,839	—	1,839
	<u>\$40,065</u>	<u>\$ 44</u>	<u>\$40,109</u>

The Company utilizes a straight line depreciation method for equipment in all of the categories currently in its portfolio of lease transactions. The useful lives for investment in leases by category are as follows (in years):

<u>Equipment category</u>	<u>Useful Life</u>
Transportation, rail	30 - 35
Mining	30 - 40
Marine vessels	20 - 30
Manufacturing	10 - 20
Material handling	7 - 10
Transportation	7 - 10
Natural gas compressors	7 - 10
Office furniture	7 - 10
Communications	3-5

## ATEL CAPITAL EQUIPMENT FUND XI, LLC

### NOTES TO FINANCIAL STATEMENTS

#### 5. Related party transactions:

The terms of the Operating Agreement provide that AFS and/or affiliates are entitled to receive certain fees for equipment management and resale and for management of the Company.

The Operating Agreement allows for the reimbursement of costs incurred by AFS in providing administrative services to the Company. Administrative services provided include Company accounting, finance/treasury, investor relations, legal counsel and lease and equipment documentation. AFS is not reimbursed for services whereby it is entitled to receive a separate fee as compensation for such services, such as management of equipment. Reimbursable costs incurred by AFS are allocated to the Company based upon estimated time incurred by employees working on Company business and an allocation of rent and other costs based on utilization studies.

Each of ATEL Leasing Corporation (“ALC”), ATEL Equipment Corporation (“AEC”), ATEL Investor Services (“AIS”) and AFS is a wholly-owned subsidiary of ATEL Capital Group and performs services for the Company. Acquisition services are performed for the Company by ALC; equipment management, lease administration and asset disposition services are performed by AEC; investor relations and communications services are performed by AIS; and general administrative services for the Company are performed by AFS.

Cost reimbursements to the Managing Member are based on its costs incurred in performing administrative services for the Company. These costs are allocated to each managed entity based on certain criteria such as total assets, number of investors or contributed capital based upon the type of cost incurred.

During the three months ended March 31, 2008 and 2007, AFS and/or affiliates earned fees, commissions and reimbursements, pursuant to the Operating Agreement as follows (in thousands):

	Three Months Ended	
	March 31,	
	2008	2007
Administrative costs reimbursed to Managing Member and/or affiliates	\$ 250	\$ 174
Asset management fees to Managing Member and/or affiliates	189	136
Acquisition and initial direct costs paid to Managing Member	53	288
	<u>\$ 492</u>	<u>\$ 598</u>

## ATEL CAPITAL EQUIPMENT FUND XI, LLC

### NOTES TO FINANCIAL STATEMENTS

#### 6. Non-recourse Debt:

At March 31, 2008, non-recourse debt consists of notes payable to financial institutions. The notes are due in varying quarterly and semi-annual installments. Interest on the notes is at fixed rates ranging from 5.74% to 6.65%. The notes are secured by assignments of lease payments and pledges of assets. At March 31, 2008, the carrying value of the pledged assets is approximately \$24.7 million. The notes mature from 2008 through 2015.

Future minimum payments of non-recourse debt are as follows (in thousands):

	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
Nine months ending December 31, 2008	\$ 4,151	\$ 794	\$ 4,945
Year ending December 31, 2009	4,471	795	5,266
2010	4,248	530	4,778
2011	3,134	293	3,427
2012	1,013	155	1,168
2013	735	108	843
Thereafter	1,428	80	1,508
	<u>\$19,180</u>	<u>\$2,755</u>	<u>\$21,935</u>

#### 7. Borrowing facilities:

The Company participates with AFS and certain of its affiliates in a financing arrangement (comprised of a working capital term loan facility to AFS, an acquisition facility and a warehouse facility to AFS, the Company and affiliates, and a venture facility available to an affiliate) with a group of financial institutions that includes certain financial covenants. The financial arrangement was originally \$75 million and expired on June 28, 2007. The facility was renewed for an additional two years with an availability of \$65 million pending redefinition of the lender base. On July 28, 2007, with a redefinition of the lender base, the facility was amended to reset availability to \$75 million. The arrangement expires in June 2009. The availability of borrowings to the Company under this financing arrangement is reduced by the amount outstanding on any of the above mentioned facilities.

As of March 31, 2008 and December 31, 2007, borrowings under the facility were as follows (in thousands):

	<u>March 31, 2008</u>	<u>December 31, 2007</u>
Total available under the financing arrangement	\$75,000	\$ 75,000
Amount borrowed by the Company under the acquisition facility	(5,500)	(4,000)
Amounts borrowed by affiliated partnerships and Limited Liability Companies under the acquisition and warehouse facilities	—	(4,625)
Total remaining available under the acquisition and warehouse facilities	<u>\$69,500</u>	<u>\$ 66,375</u>

The Company is contingently liable for principal payments under the warehouse facility as borrowings are recourse jointly and severally to the extent of the pro-rata share of the Company's net worth as compared to the aggregate net worth of certain of the affiliated partnerships and limited liability companies of the Company and including AFS and ALC (which latter two entities are 100% liable). The Company and its affiliates pay an annual commitment fee to have access to this line of credit. There were no borrowings under the warehouse facility as of March 31, 2008 and December 31, 2007.

The interest rate on the Master Terms Agreement is based on either the LIBOR/Eurocurrency rate of 1-, 2-, 3- or 6-month maturity plus a lender designated spread, or the bank's Prime rate, which re-prices daily. Principal amounts of loans made under the Master Terms Agreement that are prepaid may be re-borrowed on the terms and subject to the conditions set forth under the Master Terms Agreement. The effective interest rate on borrowings ranged from 3.85% to 5.25% at March 31,

## ATEL CAPITAL EQUIPMENT FUND XI, LLC

### NOTES TO FINANCIAL STATEMENTS

#### 7. Borrowing facilities (continued)

2008 and 6.11% to 6.35% at December 31, 2007. During the three months ended March 31, 2008 and 2007, the weighted average interest rate on borrowings was 4.91% and 6.75%, respectively.

Draws on the acquisition facility by any affiliated partnership and/or limited liability company borrower are secured by a blanket lien on that borrower's assets, including but not limited to equipment and related leases.

To manage the warehousing facility for the holding of assets prior to allocation to specific investor programs, a Warehousing Trust Agreement has been entered into by the Company, AFS, ALC, and certain of the affiliated partnerships and limited liability companies. The warehousing facility is used to acquire and hold, on a short-term basis, certain lease transactions that meet the investment objectives of each of such entities. Each of the leasing programs sponsored by AFS and ALC currently in its acquisition stage is a pro rata participant in the Warehousing Trust Agreement, as described below. When a program no longer has a need for short term financing provided by the warehousing facility, it is removed from participation, and as new leasing investment entities are formed by AFS and ALC and commence their acquisition stages, these new entities are added. As of March 31, 2008, the investment program participants were ATEL Capital Equipment Fund IX, LLC, ATEL Capital Equipment Fund X, LLC, the Company and ATEL 12, LLC. Pursuant to the Warehousing Trust Agreement, the benefit of the lease transaction assets, and the corresponding liabilities under the warehouse borrowing facility, inure to each of such entities based upon each entity's pro-rata share in the warehousing trust estate. The "pro-rata share" is calculated as a ratio of the net worth of each entity over the aggregate net worth of all entities benefiting from the warehouse trust estate, excepting that the trustees, AFS and ALC, are both liable for their pro-rata shares of the obligations based on their respective net worth, and jointly liable for the pro rata portion of the obligations of each of the affiliated partnerships and limited liability companies participating under the borrowing facility. Transactions are financed through this warehousing facility only until the transactions are allocated to a specific program for purchase or are otherwise disposed by AFS and ALC. When a determination is made to allocate the transaction to a specific program for purchase by the program, the purchaser repays the debt associated with the asset, either with cash or by means of the acquisition facility financing, the asset is removed from the warehouse facility collateral, and ownership of the asset and any debt obligation associated with the asset are assumed solely by the purchasing entity.

The financing arrangement discussed above includes certain financial and non-financial covenants applicable to each borrower. The Company and affiliates were in compliance with all covenants as of March 31, 2008.

#### 8. Commitments:

As of March 31, 2008, the Company had outstanding commitments to purchase or finance lease equipment of approximately \$1.9 million which may be funded during 2008. This amount represents contract awards which may be cancelled by the prospective lessee or may not be accepted by the Company. There were no cancellations subsequent to March 31, 2008.

#### 9. Guarantees:

The Company enters into contracts that contain a variety of indemnifications. The Company's maximum exposure under these arrangements is unknown. However, the Company has not had prior claims or losses pursuant to these contracts and expects the risk of loss to be remote.

In the normal course of business, the Company enters into contracts of various types, including lease contracts, contracts for the sale or purchase of lease assets, management contracts, loan agreements, credit lines and other debt facilities. It is prevalent industry practice for most contracts of any significant value to include provisions that each of the contracting parties - in addition to assuming liability for breaches of the representations, warranties, and covenants that are part of the underlying contractual obligations - also assume an obligation to indemnify and hold the other contracting party harmless for such breaches, for harm caused by such party's gross negligence and willful misconduct, including, in certain instances, certain costs and expenses arising from the contract. The Managing Member has substantial experience in managing similar

## ATEL CAPITAL EQUIPMENT FUND XI, LLC

### NOTES TO FINANCIAL STATEMENTS

#### 9. Guarantees (continued):

leasing programs subject to similar contractual commitments in similar transactions, and the losses and claims arising from these commitments have been insignificant, if any. Generally, to the extent these contracts are performed in the ordinary course of business under the reasonable business judgment of the Managing Member, no liability will arise as a result of these provisions. The Managing Member has no reason to believe that the facts and circumstances relating to the Company's contractual commitments differ from those it has entered into on behalf of the prior programs it has managed.

The Managing Member knows of no facts or circumstances that would make the Company's contractual commitments outside standard mutual covenants applicable to commercial transactions between businesses. Accordingly, the Company believes that these indemnification obligations are made in the ordinary course of business as part of standard commercial and industry practice, and that any potential liability under the Company's similar commitments is remote. Should any such indemnification obligation become payable, the Company would separately record and/or disclose such liability in accordance with GAAP.

#### 10. Members' capital:

As of March 31, 2008, 5,230,507 Units were issued and outstanding. The Fund was authorized to issue up to 15,000,000 Units. The Company terminated sales of Units effective April 30, 2006.

Distributions to the Other Members were as follows (in thousands, except as to Units and per Unit data):

	Three Months Ended March 31,	
	2008	2007
Distributions declared	\$ 1,210	\$ 1,210
Weighted average number of Units outstanding	5,230,507	5,232,607
Weighted average distributions per Unit	\$ 0.23	\$ 0.23

## ATEL CAPITAL EQUIPMENT FUND XI, LLC

### NOTES TO FINANCIAL STATEMENTS

#### 11. Fair value of financial instruments:

On January 1, 2008, the Company adopted SFAS 157, "Fair Value Measurements". SFAS 157 defines fair value, establishes a framework for measuring fair value and expands disclosure requirements for fair value measurements. The Company deferred the application of SFAS 157 for nonfinancial assets and nonfinancial liabilities as provided for by FSP No. 157-2, "Effective Date of FASB Statement No. 157". Issued in February 2008, FSP No. 157-2 defers the effective date of SFAS 157 to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years for nonfinancial assets and nonfinancial liabilities, except items that are recognized or disclosed at fair value in an entity's financial statements on a recurring basis (at least annually).

SFAS 157 defines the term "fair value" as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability.

SFAS 157 established a fair value hierarchy that prioritizes the inputs used to measure fair value into three broad levels, considering the relative reliability of the inputs. The fair value hierarchy assigns the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of an input to the valuation that is significant to the fair value measurement.

The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1 – Quoted prices in active markets for identical assets or liabilities. An active market for the asset or liability is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuations in which all significant inputs are observable in the market.

Level 3 – Valuation is modeled using significant inputs that are unobservable in the market. These unobservable inputs reflect the Company's own estimates of assumptions that market participants would use in pricing the asset or liability.

#### *Estimation of Fair Value*

Fair value is based on quoted prices in an active market when available. In certain cases where a quoted price for an asset or liability is not available, the Company estimates the fair value based on various factors which include original cost, the type and risk characteristics of the asset or liability, expected cash flow and market volatilities. Such estimates of fair value cannot be determined with precision and may not be realized in an actual sale or transfer of the asset or liability in a current market exchange.

The following is a description of the valuation methodologies used for certain assets and the general classification of these instruments pursuant to the fair value hierarchy.

#### *Purchased securities*

The Company utilizes quoted market prices to value its investments in publicly traded borrowers, and uses the borrowers' subsequent private placements, on a per share basis, to estimate the fair value of its investments in non-publicly traded borrowers. Such determination of fair value may be adjusted pursuant to other factors which include, but are not limited to, available financial information, the terms and conditions of subsequent placements, the issuer's ability to meet its current obligations and indications of the issuer's subsequent ability to raise capital.

## ATEL CAPITAL EQUIPMENT FUND XI, LLC

### NOTES TO FINANCIAL STATEMENTS

#### **11. Fair value of financial instruments (continued):**

Investments in shares of borrowers who have subsequently completed a public offering and are actively traded are classified as Level 1 instruments. Securities where fair value is based on subsequent private placements may involve unobservable inputs that reflect management's own assumptions and are classified as Level 3 instruments. At March 31, 2008, the carrying value of purchased securities approximates fair value.

#### *Warrants*

Warrants owned by the Company are not registered for public sale. The fair values of the warrants are determined based either upon the Black-Scholes pricing model for warrants with borrowers who are in S-1 registration with industry recognized investment bankers, or the price per share of subsequent private placements. Such determination of fair value may be adjusted pursuant to other factors which include, but are not limited to, available financial information, the terms and conditions of subsequent placements, the issuer's ability to meet its current obligations and indications of the issuer's subsequent ability to raise capital.

Warrants on shares of borrowers who are in S-1 registration are generally classified as Level 2 instruments. Warrants where fair value is based on subsequent private placements may involve unobservable inputs that reflect management's own assumptions and are classified as Level 3 instruments. At March 31, 2008 and December 31, 2007, the Managing Member estimated the fair value of the warrants to be nominal in amount.

## **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. In particular, economic recession and changes in general economic conditions, including, fluctuations in demand for equipment, lease rates, and interest rates, may result in delays in investment and reinvestment, delays in leasing, re-leasing, and disposition of equipment, and reduced returns on invested capital. The Company’s performance is subject to risks relating to lessee defaults and the creditworthiness of its lessees. The Company’s performance is also subject to risks relating to the value of its equipment at the end of its leases, which may be affected by the condition of the equipment, technological obsolescence and the market for new and used equipment at the end of lease terms. 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.

### **Overview**

ATEL Capital Equipment Fund XI, LLC (the “Company”) is a California limited liability company that was formed in June 2004 for the purpose of engaging in the sale of limited liability company investment units and acquiring equipment to generate revenues from equipment leasing, lending and sales activities, primarily in the United States.

The Company conducted a public offering of 15,000,000 Limited Liability Company Units (“Units”), at a price of \$10 per Unit. The offering was terminated in April 2006. During 2006, the Company completed its initial acquisition stage with the investment of the net proceeds from the public offering of Units. Subsequently, during the reinvestment period (“Reinvestment Period”) (defined as six full years following the year the offering was terminated), the Company has reinvested cash flow in excess of certain amounts required to be distributed to the Other Members and/or utilized its credit facilities to acquire additional equipment. Throughout the Reinvestment Period, which ends December 31, 2012, the Company anticipates continued reinvestment of cash flow in excess of minimum distributions and other obligations. The Company is governed by its Limited Liability Company Operating Agreement (“Operating Agreement”), as amended.

The Company may continue until December 31, 2025. Periodic distributions are paid at the discretion of the Managing Member.

### **Capital Resources and Liquidity**

The liquidity of the Company varies, increasing to the extent cash flows from leases and proceeds of asset sales exceed expenses and decreasing as lease assets are acquired, as distributions are made to the Members and to the extent expenses exceed cash flows from leases and proceeds from asset sales.

The primary source of liquidity for the Company is its cash flow from a diversified group of lessees for fixed lease terms at fixed rental amounts. As the initial lease terms expire, the Company will re-lease or sell the equipment. The future liquidity beyond the contractual minimum rentals will depend on AFS’s success in re-leasing or selling the equipment as it comes off lease.

The Company participates with AFS and certain of its affiliates in a financing arrangement (comprised of a working capital term loan facility to AFS, an acquisition facility and a warehouse facility to AFS, the Company and affiliates, and a venture facility available to an affiliate) with a group of financial institutions that includes certain financial covenants. The financial arrangement was originally \$75 million and expired on June 28, 2007. The facility was renewed for an additional two years with an availability of \$65 million pending redefinition of the lender base. On July 28, 2007, with a redefinition of the lender base, the facility was amended to reset availability to \$75 million. The arrangement expires in June 2009. The availability of borrowings to the Company under this financing arrangement is reduced by the amount outstanding on any of the above mentioned facilities.

Borrowings under the facility as of March 31, 2008 were as follows (in thousands):

Total available under the financing arrangement	\$75,000
Amount borrowed by the Company under the acquisition facility	(5,500)
Amounts borrowed by affiliated partnerships and Limited Liability Companies under the acquisition and warehouse facilities	—
Total remaining available under the acquisition and warehouse facilities	<u>\$69,500</u>

The Company is contingently liable for principal payments under the warehouse facility as borrowings are recourse jointly and severally to the extent of the pro-rata share of the Company's net worth as compared to the aggregate net worth of certain of the affiliated partnerships and limited liability companies of the Company and including AFS and ALC (which latter two entities are 100% liable). The Company and its affiliates pay an annual commitment fee to have access to this line of credit. There were no borrowings under the warehouse facility as of March 31, 2008.

The interest rate on the Master Terms Agreement is based on either the LIBOR/Eurocurrency rate of 1-, 2-, 3- or 6-month maturity plus a lender designated spread, or the bank's Prime rate, which re-prices daily. Principal amounts of loans made under the Master Terms Agreement that are prepaid may be re-borrowed on the terms and subject to the conditions set forth under the Master Terms Agreement. The effective interest rate on borrowings at March 31, 2008 ranged from 3.85% to 5.25%.

Draws on the acquisition facility by any affiliated partnership and/or limited liability company borrower are secured by a blanket lien on that borrower's assets, including but not limited to equipment and related leases.

To manage the warehousing facility for the holding of assets prior to allocation to specific investor programs, a Warehousing Trust Agreement has been entered into by the Company, AFS, ALC, and certain of the affiliated partnerships and limited liability companies. The warehousing facility is used to acquire and hold, on a short-term basis, certain lease transactions that meet the investment objectives of each of such entities. Each of the leasing programs sponsored by AFS and ALC currently in its acquisition stage is a pro rata participant in the Warehousing Trust Agreement, as described below. When a program no longer has a need for short term financing provided by the warehousing facility, it is removed from participation, and as new leasing investment entities are formed by AFS and ALC and commence their acquisition stages, these new entities are added. As of March 31, 2008, the investment program participants were ATEL Capital Equipment Fund IX, LLC, ATEL Capital Equipment Fund X, LLC, the Company and ATEL 12, LLC. Pursuant to the Warehousing Trust Agreement, the benefit of the lease transaction assets, and the corresponding liabilities under the warehouse borrowing facility, inure to each of such entities based upon each entity's pro-rata share in the warehousing trust estate. The "pro-rata share" is calculated as a ratio of the net worth of each entity over the aggregate net worth of all entities benefiting from the warehouse trust estate, excepting that the trustees, AFS and ALC, are both liable for their pro-rata shares of the obligations based on their respective net worth, and jointly liable for the pro rata portion of the obligations of each of the affiliated partnerships and limited liability companies participating under the borrowing facility. Transactions are financed through this warehousing facility only until the transactions are allocated to a specific program for purchase or are otherwise disposed by AFS and ALC. When a determination is made to allocate the transaction to a specific program for purchase by the program, the purchaser repays the debt associated with the asset, either with cash or by means of the acquisition facility financing, the asset is removed from the warehouse facility collateral, and ownership of the asset and any debt obligation associated with the asset are assumed solely by the purchasing entity.

The financing arrangement discussed above includes certain financial and non-financial covenants applicable to each borrower. The Company and affiliates were in compliance with all covenants as of March 31, 2008.

Throughout the Reinvestment Period (as defined in the Operating Agreement), the Company anticipates reinvesting a portion of lease payments from assets owned, and/or payments received on notes receivable, in new leasing or financing transactions. Such reinvestment will occur only after the payment of all obligations, including debt service (both principal and interest), the payment of management fees to AFS and providing for cash distributions to the Members.

AFS or an affiliate may purchase equipment in its own name, the name of an affiliate or the name of a nominee, a trust or otherwise and hold title thereto on a temporary or interim basis for the purpose of facilitating the acquisition of such equipment or the completion of manufacture of the equipment or for any other purpose related to the business of the Company, provided, however that: (i) the transaction is in the best interest of the Company; (ii) such equipment is

purchased by the Company for a purchase price no greater than the cost of such equipment to AFS or affiliate (including any out-of-pocket carrying costs), except for compensation permitted by the Operating Agreement; (iii) there is no difference in interest terms of the loans secured by the equipment at the time acquired by AFS or affiliate and the time acquired by the Company; (iv) there is no benefit arising out of such transaction to AFS or its affiliate apart from the compensation otherwise permitted by the Operating Agreement; and (v) all income generated by, and all expenses associated with, equipment so acquired will be treated as belonging to the Company.

The Company currently has available adequate reserves to meet its immediate cash requirements and those of the next twelve months, but in the event those reserves were found to be inadequate, the Company would likely be in a position to borrow against its current portfolio to meet such requirements. AFS envisions no such requirements for operating purposes.

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

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

The Company also has access to certain sources of non-recourse debt financing, which the Company will use on a transaction basis as a means of mitigating credit risk. During the first three months of 2008, the Company utilized such sources of non-recourse debt financing and at March 31, 2008, had \$19.2 million of non-recourse debt outstanding consisting of notes payable to financial institutions. For detailed information on the Company's debt obligations, see Notes 6 and 7 to the financial statements as set forth in Part I, Item 1, Financial Statements.

The Company commenced periodic distributions, based on cash flows from operations, beginning with the month of June 2005. Additional distributions have been consistently made through March 2008.

As of March 31, 2008, the Company had outstanding commitments to purchase or finance lease equipment of approximately \$1.9 million. This amount represents contract awards which may be cancelled by the prospective lessee or may not be accepted by the Company. There were no cancellations subsequent to March 31, 2008.

## **Cash Flows**

### ***The three months ended March 31, 2008 versus the three months ended March 31, 2007***

#### *Operating Activities*

The Company's primary source of cash from operations has been rents from operating leases. Additionally, its cash flows are impacted by changes in certain operating assets and liabilities.

Cash provided by operating activities increased by \$2.0 million for the first quarter of 2008 as compared to the first quarter of 2007. The net increase in cash flow was primarily attributable to reduced payments made against accounts payable and accrued liabilities, combined with improved operating results as adjusted for non-cash revenue and expense such as gains on sales of assets and depreciation expense.

The net reduction in payments made against accounts payable and accrued liabilities improved cash flow by \$1.1 million. Total payments during the first quarter of 2007 were significantly higher primarily due to the payment of approximately \$1.5 million of 2006 accruals related to asset purchases. Likewise, the increase in operating results as adjusted for non-cash items benefited cash flow by \$914 thousand and was mainly due to a 40% increase in operating lease revenue.

### *Investing Activities*

Cash used in investing activities decreased by \$4.6 million for the first quarter of 2008 as compared to the first quarter of 2007. The net decrease in cash used (net increase in cash flow) was mainly due to a \$4.8 million reduction in purchases of lease assets, resulting from the continued decline in acquisition phase activity.

### *Financing Activities*

Net cash provided by financing activities decreased by \$2.0 million for the first quarter of 2008 as compared to the first quarter of 2007. The decrease was due to a \$2.1 million reduction in net proceeds from borrowings during the comparative periods.

### **Results of Operations**

On May 31, 2005, the Company commenced operations in its primary business (acquiring equipment to engage in equipment leasing, lending and sales activities).

Cost reimbursements to the Managing Member are based on its costs incurred in performing administrative services for the Company. These costs are allocated to each managed entity based on certain criteria such as total assets, capital contributed or number of investors depending upon the nature of the cost incurred.

### ***The three months ended March 31, 2008 versus the three months ended March 31, 2007***

The Company had net losses of \$132 thousand and \$331 thousand for the three months ended March 31, 2008 and 2007, respectively. Results for the first quarter of 2008 reflect increases in both total revenues and operating expenses when compared with results for the first quarter of 2007.

### *Revenues*

Total revenues for the first quarter of 2008 increased by \$785 thousand, or 31%, as compared to the first quarter of 2007. The net growth in total revenues was primarily due to a \$848 thousand increase in operating lease revenue offset, in part, by a \$76 thousand decrease in net gains on sales of assets.

The period over period increase in operating lease revenue was mainly due to revenues derived from the \$16.0 million of lease assets purchased since March 31, 2007. The decrease in net gains on sales of lease assets was mainly due to weak market demand for the types of assets sold during the first quarter of 2008, as compared to the first quarter of 2007.

### *Expenses*

Total expenses for the first quarter of 2008 increased by \$616 thousand, or 21%, as compared to the first quarter of 2007. The net increase in total expenses was primarily due to increases in depreciation, interest expense and costs reimbursed to AFS offset, in part, by decreases in acquisition expense and professional fees.

Depreciation expense for the first quarter of 2008 increased by \$698 thousand, or 39%, as compared to the first quarter of 2007. The increase was primarily due to the growth in depreciable assets since March 31, 2007. The period over period increase in interest expense totaled \$194 thousand, and was primarily due to the \$13 million incremental increase in the Company's outstanding borrowings since March 31, 2007. Additionally, costs reimbursed to AFS increased by \$76 thousand as a result of a refinement of cost allocation methodologies employed by the Managing Member, intended to ensure that Fund management costs are allocated appropriately. This process is continuous and is evaluated, analyzed and modified as necessary.

The aforementioned increases in expenses were partially offset by decreases of \$217 thousand and \$125 thousand in acquisition expense and professional fees, respectively. Acquisition expense decreased due to the period over period decline in acquisition activity; while professional fees decreased primarily due to the elimination of costs associated with the audit and restatement of the Company's prior year financial statements, which were largely completed during the second quarter of 2007.

**Item 4. Controls and procedures.**

**Evaluation of disclosure controls and procedures**

The Company's Managing Member's Chief Executive Officer, and Executive Vice President and Chief Financial Officer and Chief Operating Officer ("Management"), evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of the end of the period covered by this report. Based on the evaluation of the Company's disclosure controls and procedures, the Chief Executive Officer and Executive Vice President and Chief Financial Officer and Chief Operating Officer concluded that as of the end of the period covered by this report, the design and operation of these disclosure controls and procedures were effective.

The Company does not control the financial reporting process, and is solely dependent on the Management of the Managing Member, who is responsible for providing the Company with financial statements in accordance with generally accepted accounting principles in the United States. The Managing Member's disclosure controls and procedures, as is applicable to the Company, were effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States.

**Changes in internal control**

There were no changes in the Managing Member's internal control over financial reporting, as is applicable to the Company, during the quarter ended March 31, 2008 that has materially affected, or is reasonably likely to materially affect, the Managing Member's internal control over financial reporting, as is applicable to the Company.

## PART II. OTHER INFORMATION

### **Item 1. Legal Proceedings.**

In the ordinary course of conducting business, there may be certain claims, suits, and complaints filed against the Company. In the opinion of management, the outcome of such matters, if any, will not have a material impact on the Company's financial position or results of operations.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

Information provided pursuant to § 228.701 (Item 701(f)) (formerly included in Form SR):

- (1) Effective date of the offering: April 11, 2005; File Number: 333-120276
- (2) Offering commenced: April 11, 2005
- (3) The offering did not terminate before any securities were sold.
- (4) The offering was terminated on April 30, 2006.
- (5) The managing underwriter is ATEL Securities Corporation.
- (6) The title of the registered class of securities is "Units of Limited Liability Company Interest."
- (7) Aggregate amount and offering price of securities registered and sold as of March 31, 2008 (dollars in thousands):

<u>Title of Security</u>	<u>Amount Registered</u>	<u>Aggregate price of offering amount registered</u>	<u>Units sold</u>	<u>Aggregate price of offering amount sold</u>
Units of Limited Company Interest	15,000,000	\$ 150,000	5,231,107	\$ 52,311

- (8) Costs incurred for the issuers account in connection with the issuance and distribution of the securities registered for each category listed below (in thousands):

	<u>Direct or indirect payments to directors, officers, Managing Member of the issuer or its associates, to persons owning ten percent or more of any class of equity securities of the issuer; and to affiliates of the issuer</u>	<u>Direct or indirect payments to others</u>	<u>Total</u>
Underwriting discounts and commissions	\$ 790	\$ 3,949	\$ 4,739
Other expenses	1,405	1,267	2,672
<b>Total expenses</b>	<b>\$ 2,195</b>	<b>\$ 5,216</b>	<b>\$ 7,411</b>

- (9) Net offering proceeds to the issuer after the total expenses in item 8 (in thousands): \$44,900

(10) The amount of net offering proceeds to the issuer used for each of the purposes listed below (in thousands):

	Direct or indirect payments to directors, officers, Managing Member of the issuer or its associates, to persons owning ten percent or more of any class of equity securities of the issuer; and to affiliates of the issuer	Direct or indirect payments to others	Total
Purchase and installation of machinery and equipment	\$ 610	\$ 33,476	\$34,086
Investments in notes receivable	68	10,746	10,814
	<u>\$ 678</u>	<u>\$ 44,222</u>	<u>\$44,900</u>

(11) The use of the proceeds in Item 10 does not represent a material change in the uses of proceeds described in the prospectus.

**Item 3. Defaults Upon Senior Securities.**

None.

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

None.

**Item 5. Other Information.**

None.

**Item 6. Exhibits.**

Documents filed as a part of this report:

1. 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 not applicable, and therefore have been omitted.

2. Other Exhibits

31.1 Rule 13a-14(a)/ 15d-14(a) Certification of Dean L. Cash

31.2 Rule 13a-14(a)/ 15d-14(a) Certification of Paritosh K. Choksi

32.1 Certification Pursuant to 18 U.S.C. section 1350 of Dean L. Cash

32.2 Certification Pursuant to 18 U.S.C. section 1350 of Paritosh K. Choksi

## 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: May 14, 2008

**ATEL CAPITAL EQUIPMENT FUND XI, LLC**  
**(Registrant)**

By: ATEL Financial Services, LLC  
Managing Member of Registrant

By: /s/ Dean L. Cash  
Dean L. Cash  
President and Chief Executive Officer of ATEL  
Financial Services, LLC (Managing Member)

By: /s/ Paritosh K. Choksi  
Paritosh K. Choksi  
Executive Vice President and Chief Financial Officer  
and Chief Operating Officer of ATEL Financial  
Services, LLC (Managing Member)

By: /s/ Samuel Schussler  
Samuel Schussler  
Vice President and Chief Accounting Officer of ATEL  
Financial Services, LLC (Managing Member)

**CERTIFICATION PURSUANT TO RULE 13a-14(a) OR RULE 15d-14(a)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Dean L. Cash, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ATEL Capital Equipment Fund XI, LLC;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparations of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
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 and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 14, 2008

/s/ Dean L. Cash

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Dean L. Cash  
President and Chief Executive Officer of  
ATEL Financial Services, LLC (Managing Member)

**CERTIFICATION PURSUANT TO RULE 13a-14(a) OR RULE 15d-14(a)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Paritosh K. Choksi, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ATEL Capital Equipment Fund XI, LLC;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparations of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
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 and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 14, 2008

/s/ Paritosh K. Choksi

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Paritosh K. Choksi  
Executive Vice President and Chief Financial  
Officer and Chief Operating Officer of  
ATEL Financial Services, LLC (Managing Member)

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

In connection with the Quarterly Report of ATEL Capital Equipment Fund XI, LLC (the "Company") on Form 10-Q for the period ended March 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Dean L. Cash, President and Chief Executive Officer of ATEL Financial Services, LLC, Managing Member of the Company, hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, 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 Company.

Date: May 14, 2008

/s/ Dean L. Cash

Dean L. Cash

President and Chief Executive Officer of

ATEL Financial Services, LLC (Managing Member)

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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

In connection with the Quarterly Report of ATEL Capital Equipment Fund XI, LLC (the "Company") on Form 10-Q for the period ended March 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Paritosh K. Choksi, Executive Vice President and Chief Financial Officer and Chief Operating Officer of ATEL Financial Services, LLC, Managing Member of the Company, hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, 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 Company.

Date: May 14, 2008

/s/ Paritosh K. Choksi

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Paritosh K. Choksi

Executive Vice President and Chief Financial  
Officer and Chief Operating Officer of  
ATEL Financial Services, LLC (Managing Member)

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.