

NOTICE AND CONSENT TO ASSIGNMENT

November __, 2009

County of Santa Barbara, California
105 E. Anapamu Steet, Room 303
Santa Barbara, California 93101

Re: Lease and Leaseback Agreement dated as of November __, 2009 (the "Lease"), by and between CaLease Public Funding Corporation ("Lessor") and County of Santa Barbara, California ("Lessee")

Please be advised that CaLease Public Funding Corporation has assigned all of its right, title and interest in and to the above referenced Lease, the Project leased thereunder, and the right to receive payments thereunder to Capital One Public Funding, LLC ("Assignee").

All payments due under the Agreement should be made to the Assignee at the following address:

Capital One Public Funding, LLC
275 Broadhollow Road
Melville, New York 11747

Please acknowledge your receipt of a copy of the Assignment Agreement and your consent to the assignment, as well as your agreement to make the payments due under the Lease to the Assignee, by the signature of a duly authorized officer in the space provided below.

CALEASE PUBLIC FUNDING CORPORATION
Assignor

By: _____
Title: CaLease Program Manager

ACKNOWLEDGED AND CONSENTED TO:

**COUNTY OF SANTA BARBARA, CALIFORNIA,
as Lessee**

By _____
Name: _____
Title: _____

**ATTEST:
MICHAEL F. BROWN
CLERK OF THE BOARD**

By _____
Deputy

**APPROVED AS TO FORM:
DENNIS A. MARSHALL
COUNTY COUNSEL**

By _____
Deputy County Counsel

**APPROVED AS TO FORM:
ROBERT W. GEIS
AUDITOR-CONTROLLER**

By _____
Deputy

APPROVED:

By _____
Ronn Carlentine SR/WA
Real Property Manager

APPROVED:

By _____
Ray Aromatorio
Risk Program Administrator