



ATEL
Leasing Corporation®

STB E-FILE

January 8, 2015

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

**Re: Document for Recordation:
1. Memorandum of Lease Renewal**

Dear Section Chief:

Attached please find for recordation one (1) copy of Memorandum of Lease Renewal, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The primary document to which this document is submitted in connection with is recorded under Recordation Number 29603.

The names and addresses to the Memorandum of Lease Renewal executed as of January 1, 2015, are:

Lessor: ATEL Capital Equipment Fund VIII, LLC
600 Montgomery Street, 9th Floor
San Francisco, CA 94111

Lessee: One Earth Energy, LLC
202 N. Jordan Drive
Gibson City, IL 60936

A description of the railroad equipment covered by the Memorandum of Lease Renewal is:

Twenty-Four (24) used 4750 cubic foot trough hatch covered hopper cars with single outlet gates, bearing car mark numbers AEQX 810001, AEQX 810002, AEQX 810005, AEQX 810006, AEQX 810007, AEQX 810008, AEQX 810009, AEQX 810010, AEQX 810011, AEQX 810012, AEQX 810015 AEQX 810016, AEQX 810018, AEQX 810025, AEQX 810028, AEQX 810029, AEQX 810032, AEQX 810034, AEQX 810041, AEQX 810042, AEQX 810044, AEQX 810045, AEQX 810047, and AEQX 810050.

A short summary of the document to appear in the index as follows:

Memorandum of Lease Renewal

The fee of \$43.00 can be charged to our account.

Kindly return a stamped copy of the attached document to the undersigned at your earliest convenience.

Should you have any questions, please do not hesitate to contact me at 415.616.3427 or at rwarner@atel.com.

Sincerely,

Renette F. Warner
Senior Contract Administrator

/rfw
Attachment

MEMORANDUM OF LEASE RENEWAL

This **MEMORANDUM OF LEASE RENEWAL** is made and entered into as of January 1, 2015, by and between **ATEL CAPITAL EQUIPMENT FUND VIII, LLC** ("A TEL"), a California limited liability company located at The Transamerica Pyramid, 600 Montgomery Street, 9th Floor, San Francisco, CA 94111 and **ONE EARTH ENERGY, LLC** ("OEE"), an Illinois limited liability company located at 202 N. Jordan Drive, Gibson City, IL 60936.

WITNESSETH

Pursuant to a Master Lease Agreement (Full Service) (the "Lease Agreement") dated as of January 1, 2010 and Lease Schedule No. 2 thereto dated as of February 1, 2010, which incorporates the terms and conditions of the Lease Agreement and together with the Lease Agreement is the ("Lease"), ATEL had agreed to lease to OEE and OEE had agreed to lease from ATEL twenty-four (24) used 4750 cubic foot, trough hatch covered hopper cars with single outlet gates, 263,000 pound capacity bearing car mark numbers as more specifically described as follows, as shall be amended from time to time (the "Cars").

AEQX 810001, AEQX 810002, AEQX 810005, AEQX 810006, AEQX 810007, AEQX 810008, AEQX 810009, AEQX 810010, AEQX 810011, AEQX 810012, AEQX 810015 AEQX 810016, AEQX 810018, AEQX 810025, AEQX 810028, AEQX 810029, AEQX 810032, AEQX 810034, AEQX 810041, AEQX 810042, AEQX 810044, AEQX 810045, AEQX 810047, and AEQX 810050

A Memorandum of Lease with respect to Lease Schedule No. 2 was duly filed and recorded with the Surface Transportation Board (the "Board") pursuant to the provisions of 49 U.S.C. Section 11301 and 49 CFR 1177, on January 4, 2011, at 3:09 p.m. under Recordation Number 29603.

Pursuant to a First Amendment to Lease Schedule No. 2, dated as of December 9, 2014, (the "Renewal Agreement"), ATEL has agreed to continue to lease to OEE and OEE has agreed to continue to lease from ATEL the Cars for a term of sixty (60) months commencing on January 1, 2015, and continuing through and including December 31, 2019.

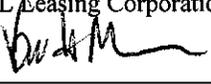
This Memorandum of Lease Renewal has been executed and delivered by the parties for the purpose of recording and giving notice of the Lease.

IN WITNESS WHEREOF, ATEL and OEE have each executed this instrument as of the day and year first above written. Each of the undersigned certifies that he/she holds the title set forth below, that this instrument was signed on behalf of his/her corporation by authority of its Board of Directors and that the execution of this instrument was the free act and deed of his/her corporation. The undersigned further declares under penalty of perjury that the foregoing is true and correct.

A TEL CAPITAL EQUIPMENT FUND VIII, LLC

By: ATEL Financial Services, LLC, its Manager

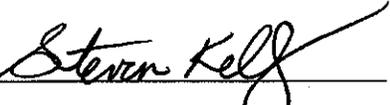
By: ATEL Leasing Corporation, its Manager

By: 

Print Name: Vasco H. Morais
Executive Vice President

Title: _____

ONE EARTH ENERGY, LLC

By: 

Print Name: Steven Kelly

Title: C.E.O.

A TEL LEGAL DEPARTMENT
APPROVED
AS TO FORM
BY: 