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SURFACE TRANSPORTATION BOARD

**ATEL**  
Leasing Corporation\*

January 4, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001**Re: Document for Recordation:**  
1. **Memorandum of Lease**

Dear Section Chief:

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

The names and addresses to the Memorandum of Lease executed as of May 1, 2010, are:

**Lessor:** ATEL Capital Equipment Fund VIII, LLC  
600 California Street, 6<sup>th</sup> Floor  
San Francisco, CA 94108**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 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**

The fee of \$41.00 can be charged to our account.

Should you have any questions, please do not hesitate to contact me at 415.616.3427 or at [rwarn@atel.com](mailto:rwarn@atel.com).  
Thank you for your assistance.

Sincerely,

Renette F. Warner  
Senior Contract Administrator

/rfw

Attachment

W:\REMARKETING\Rail\One Earth Energy\Memorandum of Lease\Memorandum-Schedule No. XLr\RFW Surface Transportation Board 010411.doc

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SURFACE TRANSPORTATION BOARD

## MEMORANDUM OF LEASE

This MEMORANDUM OF LEASE is made and entered into as of May 1, 2010, by and between ATEL CAPITAL EQUIPMENT FUND VIII, LLC ("ATEL"), a California limited liability company located at 600 California Street, 6<sup>th</sup> Floor, San Francisco, CA 94108 and ONE EARTH ENERGY, LLC, ("OEE"), an Illinois limited liability company located at 202 N. Jordan Drive, Gibson City, IL 60936.

## WITNESSETH

ATEL, as Lessor, and OEE, as Lessee, entered into 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"). The Lease covers 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 ("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

The base term with respect to all Cars shall be the period commencing on May 1, 2010, and continues for twelve (12) months thereafter, but in any event ending not later than April 30, 2011, unless terminated in accordance with the terms of the Lease. Upon expiration of the base term, Lessee shall have the option to renew this Lease for consecutive one-month terms at a fair market rental value until either party provides ninety (90) days advance written notice to the other of its intent not to renew.

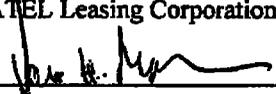
This Memorandum of Lease has been executed and delivered by the parties for the purpose of recording and giving notice of the Lease.

IN WITNESS WHEREOF, ATEL and OEE have executed this instrument as of the date first above written.

ATEL CAPITAL EQUIPMENT FUND VIII, LLC

By: ATEL Financial Services, LLC, its Mgr.

By: ATEL Leasing Corporation, its Mgr.

By: Print Name: Vasco H. Morais

Executive Vice President

Title: \_\_\_\_\_

ONE EARTH ENERGY, LLC

By: Print Name: Steven KellyTitle: General ManagerATEL LEGAL DEPARTMENT  
APPROVED  
AS TO FORMBY: RFU

State of ILLINOIS

County of FOND

On December 1, 2010, before me, LARRY BRES, Notary Public, personally appeared STEVE KELLY, who proved to me on the basis of satisfactory evidence to be the person(s) whose name is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Signature Larry Guy Brees

(Seal)

State of California

County of San Francisco

On \_\_\_\_\_, 2010, before me, \_\_\_\_\_, Notary Public, personally appeared \_\_\_\_\_, who proved to me on the basis of satisfactory evidence to be the person(s) whose name is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct

WITNESS my hand and official seal.

Signature \_\_\_\_\_

(Seal)

**ACKNOWLEDGMENT**

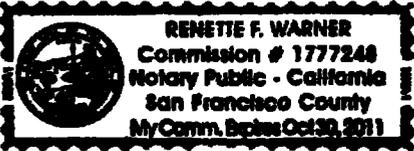
State of California  
County of San Francisco )

On January 4, 2011 before me, Renette F. Warner, Notary Public  
(insert name and title of the officer)

personally appeared Vasco H. Morais  
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are  
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in  
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the  
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing  
paragraph is true and correct.

WITNESS my hand and official seal.



Signature Renette F. Warner (Seal)