



STB E-FILE

July 31, 2012

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

**Re: Document for Recordation:
1. Memorandum of Partial Termination of Lease and First Lease Renewal**

Dear Section Chief:

Attached please find for recordation one (1) copy of Memorandum of Partial Termination of Lease and First 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 30073.

The name and address to the Memorandum of Partial Termination of Lease and First Lease Renewal executed as of July 31, 2012, is:

Lessor: ATEL Leasing Corporation, as Trustee for
ATEL Capital Equipment Fund VIII, LLC
600 California Street, 6th Floor
San Francisco, CA 94108

A description of the railroad equipment covered by the Memorandum of Partial Termination of Lease and First Lease Renewal is:

Two (2) 100 ton, 52' mill gondolas bearing car mark numbers FPTX 84051 and FPTX 84066

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

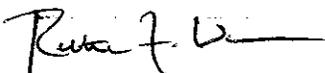
Memorandum of Partial Termination of Lease and First Lease Renewal

The fee of \$41.00 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

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**MEMORANDUM OF PARTIAL TERMINATION OF LEASE AND FIRST LEASE
RENEWAL**

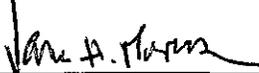
The undersigned hereby certifies that the Master Lease Agreement dated as of July 1, 2004 and Lease Schedule No. 2 thereto dated as of January 26, 2006, as amended by First Amendment dated as of January 9, 2012, which Lease Schedule incorporates the terms and conditions of the Lease Agreement (hereinafter the "Lease") by and between ATEL Leasing Corporation, as Trustee for ATEL Capital Equipment Fund VIII, LLC, a California limited liability company, with its principal place of business at 600 California Street, 6th Floor, San Francisco, CA 94108 ("Lessor") and Ferrous Processing and Trading Company, a Michigan corporation, with its principal place of business at 9100 John Kronk Street, Detroit, MI 48210 (the "Lessee"), recorded with the Surface Transportation Board (the "STB") on January 27, 2012 under Recordation No. 30073, is hereby terminated only with respect to the equipment described as follows ("Equipment"), and such Equipment is no longer subject to the terms thereof.

Two (2) 100 ton, 52' mill gondolas bearing reporting marks: FPTX 84051 and FPTX 84066

This Partial Termination instrument dated as of July 31, 2012 is executed for the purpose of releasing the Equipment from the Lease and any amendments thereto, and is without prejudice to any continuing rights and obligations of the parties under the Lease and any amendments thereto.

IN WITNESS WHEREOF, Lessor has executed this instrument as of the day and year first above written. 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.

LESSOR:
ATEL LEASING CORPORATION, as Trustee

By: 

Name: Vasco H. Morais
Executive Vice President

Title: _____

ATEL LEGAL DEPARTMENT
APPROVED
AS TO FORM
BY: 