

FEB 23 '10

10-03 AM



SURFACE TRANSPORTATION BOARD

February 22, 2010

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 January 1, 2010, are:

Lessor: ATEL Capital Equipment Fund VIII, LLC
600 California Street, 6th 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-Five (25) used 4750 cubic foot trough hatch covered hopper cars with single outlet gates, bearing car mark numbers AEQX 810003, 810004, 810013, 810014, 810017, 810019 through 810024 inclusive, 810026, 810027, 810031, 810033, 810035 through 810040 inclusive, 81043, 810046, 810048 and 810049.

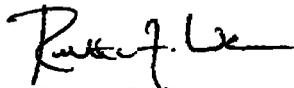
A short summary of the document to appear in the index as follows:

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 rwarner@atel.com. Thank you for your assistance.

Sincerely,



Renette F. Warner
Senior Contract Administrator

/rfw
Attachment

WAREMARKETING\ra\One Earth Energy\Memorandum of Lease\LE: RFW Surface Transportation Board 022210.doc

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF LEASE is made and entered into as of January 1, 2010, by and between ATEL CAPITAL EQUIPMENT FUND VIII, LLC ("ATEL"), a California limited liability company located at 600 California Street, 6th 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 (the "Lease Agreement") dated as of January 1, 2009 and Lease Schedule No. 1 thereto dated as of January 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-five (25) 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 810003, AEQX 810004, AEQX 810013, AEQX 810014, AEQX 810017
 AEQX 810019, AEQX 810020, AEQX 810021, AEQX 810022, AEQX 810023
 AEQX 810024, AEQX 810026, AEQX 810027, AEQX 810031, AEQX 810033
 AEQX 810035, AEQX 810036, AEQX 810037, AEQX 810038, AEQX 810039
 AEQX 810040, AEQX 810043, AEQX 810046, AEQX 810048, AEQX 810049

The base term with respect to all Cars shall be the period commencing on January 1, 2010, and continues for twelve (12) months thereafter, but in any event ending not later than December 31, 2010, 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 value rental until either party provides ninety (90) days advance written notice to the other of its intent not to renew.

This Memorandum 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: Vasco H. MoraisName: Vasco H. Morais
Executive Vice President

Title: _____

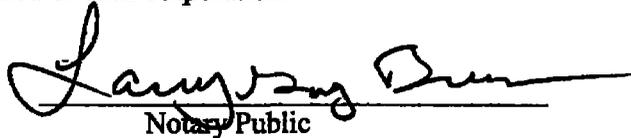
ONE EARTH ENERGY, LLC,

By: One Earth Energy LLCName: Steven KellyTitle: General ManagerATEL LEGAL DEPARTMENT
APPROVED
AS TO FORMBY: [Signature]

(STATE OF ILLINOIS
) ss
(COUNTY OF FORD)

On this 11th day of FEBRUARY, 2010, before me personally appeared STEVEN KELLY, to me personally known, who being duly sworn, did depose and say that such person is GENERAL MANAGER of ONEBANK BULKY and that the foregoing Memorandum of Lease was signed on behalf of said corporation by authority of its Board of Directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

(seal)


Notary Public



(STATE OF CALIFORNIA)
ss.
(COUNTY OF SAN FRANCISCO)

On this _____ before me personally appeared _____, to me personally known, who being duly sworn, did depose and say that such person is _____ of ATEL Leasing Corporation, and that the foregoing Memorandum Lease was signed on behalf of said corporation by authority of its Board of Directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

(seal)

Notary Public