



STB E-FILE

May 1, 2013

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

**Re: Document for Recordation:
1. Memorandum of First Extended Term**

Dear Section Chief:

Attached please find for recordation one (1) copy of Memorandum of First Extended Term with respect to seventy five (75) Railcars, 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 27188.

The names and addresses to the Memorandum of First Extended Term with respect to seventy-five (75) Railcars executed as of April 1, 2013, are:

Lessor: ATEL Capital Equipment Fund VII, L.P.
The Transamerica Pyramid
600 Montgomery Street, 9th Floor
San Francisco, CA 94111

Lessee: Ferrous Processing and Trading Company
9100 John Kronk Street
Detroit, MI 48210

A description of the railroad equipment covered by the Memorandum of First Extended Term with respect to seventy-five 75 Railcars is:

Seventy-five (75) used 52' length, 5'6" sides, 100 ton, 286,000 pound capacity mill gondola railcars bearing car mark numbers ZVBX 97001 through ZVBX 97075 inclusive.

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

Memorandum of First Extended Term with respect to seventy-five (75) Railcars

The fee of \$42.00 can be charged to our account.

Should you have any questions, please do not hesitate to call me at 415.616.3427 or at rwarner@atel.com. Thank you for your assistance.

Sincerely,



Renette F. Warner
Senior Contract Administrator

/rfw
Attachment

RECORDATION NO. 27188-A
FILED May 1, 2013 06:00 PM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF FIRST EXTENDED TERM

This MEMORANDUM OF FIRST EXTENDED TERM is made and entered into as of April 1, 2013, by and between ATEL CAPITAL EQUIPMENT FUND VII, L.P. ("ATEL"), located at The Transamerica Pyramid, 600 Montgomery Street, 9th Floor, San Francisco, CA 94111 and FERROUS PROCESSING AND TRADING COMPANY ("FPT"), located at 9100 John Kronk Street, Detroit, MI 48210.

WITNESSETH

Pursuant to a Master Lease Agreement (the "Lease Agreement") dated as of January 5, 2006 and Lease Schedule No. 1 thereto dated as of January 5, 2006, 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 FPT and FPT had agreed to lease from ATEL seventy-five (75) used 52' length, 5'6" sides, 100 ton, 286,000 pound capacity mill gondola railcars bearing car mark numbers ZVBX 97001 through ZVBX 97075 inclusive (the "Cars").

A Memorandum of Lease with respect to Lease Schedule No. 1 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 October 3, 2007, at 3:07 p.m. under Recordation Number 27188.

Pursuant to Amendment No. 2 to Lease Schedule No. 1 dated as of December 31, 2012, (the "Amendment No. 2"), ATEL has agreed to continue to lease to FPT and FPT has agreed to continue to lease from ATEL the Cars for an additional term of sixty (60) months commencing on April 1, 2013, and continuing through and including March 31, 2018.

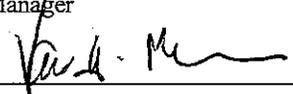
This Memorandum of First Extended Term has been executed and delivered by the parties for the purpose of recording and giving notice of the Lease.

IN WITNESS WHEREOF, ATEL and FPT 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.

ATEL CAPITAL EQUIPMENT
FUND VII, L.P.

By: ATEL Financial Services, LLC,
its General Partner

By: ATEL Leasing Corporation,
its Manager

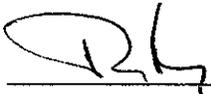
By: 

Print Name: Vasco H. Morais

Executive Vice President

Title: _____

FERROUS PROCESSING AND
TRADING COMPANY

By: 

Print Name: Rob Bakotich

Title: Exec. V.P Sales & Marketing

ATEL LEGAL DEPARTMENT
APPROVED
AS TO FORM

BY: 