



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 and Second Lease Renewal**

Dear Section Chief:

Attached please find for recordation one (1) copy of Memorandum of Lease and Second 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 names and addresses to the Memorandum of Lease and Second Lease Renewal executed as of April 1, 2014, is:

Lessor: ATEL Leasing Corporation, as Trustee for
ATEL Capital Equipment Fund VIII, LLC
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 Lease and Second Lease Renewal is:

Seventy-five (75) used 263,000GRL capacity gondolas bearing car mark numbers FPTX 84001, 84002, 84004, 84005, 84008, 84010 through 84015, 84017 through 84029, 84031 through 84038, 84041, 84042, 84044 through 84049, 84055, 84057 through 84061, 84065, 84068, 84070 through 84072, 84074 through 84077, 84079 through 84094, 84096, 84097, 84099 and 84100.

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

Memorandum of Lease and Second 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,

A handwritten signature in black ink, appearing to read "Renette F. Warner".

Renette F. Warner
Senior Contract Administrator

/rfw

Attachment

1/8/2015# 32527v3 Letter to Surface Transportation Board

The Transamerica Pyramid 600 Montgomery Street, 9th Floor, San Francisco, CA 94111-2711 Main 415.989.8800 www.atel.com

MEMORANDUM OF LEASE AND SECOND LEASE RENEWAL

This **MEMORANDUM OF LEASE AND SECOND LEASE RENEWAL** is made and entered into as of April 1, 2014, by and between **ATEL LEASING CORPORATION, AS TRUSTEE FOR ATEL CAPITAL EQUIPMENT FUND VIII, LLC, AS OWNER** ("**ATEL**"), located at 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 (Full Service) (the "Lease Agreement") dated as of July 1, 2004 and Lease Schedule No. 2 thereto dated as of January 26, 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 one hundred (100) used 263,000GRL capacity gondolas bearing car mark numbers FPTX 84001 through FPTX 84100 inclusive (the "Cars") for an initial term of seventy-two (72) months that commenced on April 1, 2006 and ended on March 31, 2012.

Pursuant to a First Amendment to Lease Schedule No. 2 dated as of January 9, 2012, (the "First Amendment"), ATEL had agreed to continue to lease to FPT and FPT had agreed to continue to lease from ATEL the Cars for an additional term of twelve (12) months commencing on April 1, 2012, and continuing through and including March 31, 2013 (the "Extended Term").

A Memorandum of Lease and First Renewal 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 27, 2012, at 10:43 a.m. under Recordation Number 30073.

A Memorandum of Partial Termination of Lease and First Lease Renewal with respect to Lease Schedule No. 2 was duly filed and recorded with the Board pursuant to the provisions of 49 U.S.C. Section 11301 and 49 CFR 1177, on July 31, 2012, at 1:46 p.m. under Recordation Number 30073-A.

Pursuant to a Second Amendment to Lease Schedule No. 2 dated as of December 31, 2012, (the "Second Amendment"), ATEL and FPT agreed to replace the Extended Term with a fifteen (15) month renewal term commencing January 1, 2013, and continuing through and including March 31, 2014 (the "Renewal Term").

Pursuant to the Second Amendment the Lease was amended by deleting the following eleven (11) Cars from Exhibit A: FPTX 84007, 84009, 84051, 84053, 84054, 84062, 84063, 84066, 84067, 84069 and 84098.

Pursuant to a Third Amendment to Lease Schedule No. 2 dated as of April 1, 2014, (the "Third Amendment"), 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 twelve (12) months commencing

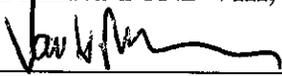
on April 1, 2014, and continuing through and including March 31, 2015 (the "Second Renewal Term").

Pursuant to the Third Amendment the Lease is amended by deleting the following fourteen (14) Cars from Exhibit A: FPTX 84003, 84006, 84016, 84030, 84039, 84040, 84043, 84050, 84052, 84056, 84064, 84073, 84078 and 84095.

This Memorandum of Lease and Second 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 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.

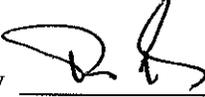
**ATEL LEASING CORPORATION,
AS TRUSTEE FOR ATEL CAPITAL
EQUIPMENT FUND VIII, LLC**

By: 

Print Name: Vasco H. Morais
Executive Vice President

Title: _____

**FERROUS PROCESSING AND
TRADING COMPANY**

By: 

Print Name: ROB BAKOTICH

Title: EXEC VP