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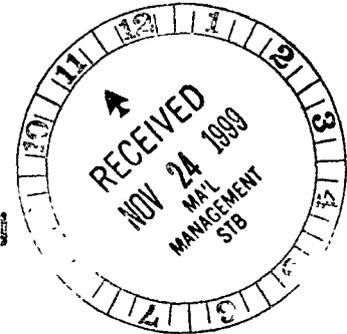
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Dawn Sergent Arnold
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November 5, 1999

VIA FEDERAL EXPRESS

RECORDATION NO. **20148-B,C** FILED



Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001
Attention: Mr. Vernon A. Williams, Secretary

NOV 29 '99

3-00PM

Re: **Southern Illinois Railcar Company and Blue Circle, Inc.**

Dear Mr. Williams:

Enclosed for recordation as secondary documents pursuant to the provisions of 49 U.S.C. Section 11301 (a), are one original and one notarized copy of the following documents:

1. **First Amendment to Memorandum of Railcar Lease Agreement**, dated October 29, 1999. The Memorandum of Railcar Lease Agreement was filed with STB on June 24, 1996 as recordation number 20148-A.

The name and address of the parties are:

Lessee: Blue Circle Inc.
Two Parkway Center
1800 Parkway Place, Suite 1200
Marietta, Georgia 30067

Assignee: Allfirst Bank (f/k/a The First National Bank of Maryland)
25 South Charles Street
Baltimore, Maryland 21201

2. **First Amendment to Assignment of Lessor's Interest in Lease**, dated October 11, 1999. The Assignment of Lessor's Interest in Lease was filed with STB on May 31, 1996 as recordation number 20148-A

Assignor: Southern Illinois Railcar Company
Executive Park Two
505 Buckeye Drive
Troy, Illinois 62294

Assignee: Allfirst Bank (f/k/a The First National Bank of Maryland)
25 South Charles Street
Baltimore, Maryland 21201

Descriptions of the railroad equipment covered by the enclosed documents are:

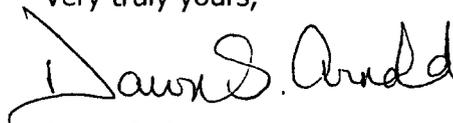
Twenty (20) covered hopper railcars bearing SIRX reporting marks and road numbers set forth on Exhibit A attached to all three Amendments.

Also enclosed are two checks in the amount of \$26.00 each, payable to the order of the Surface Transportation Board covering the required recordation fees.

Kindly return a stamped copy of the enclosed documents to the undersigned.

Thank you for your kind attention to this matter. Should you have any questions, please do not hesitate to call me at 410-385-3406.

Very truly yours,



Dawn S. Arnold
Legal Assistant

Enclosure

STATE OF MARYLAND
SS:
CITY OF BALTIMORE

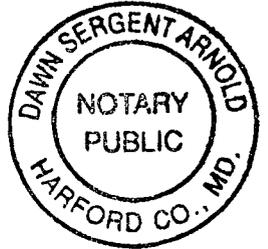
THIS IS TO CERTIFY that the attached First Amendment to Memorandum of Railcar Lease Agreement is a true and complete copy of said First Amendment to Memorandum of Railcar Lease Agreement

WITNESS my hand and seal this 5th day of November, 1999.


Notary Public

My Commission Expires:

My Commission Expires 05/26/2002



RECORDATION NO. 20148-B FILED

NOV 29 '99

3-00PM

FIRST AMENDMENT TO NOV 29 '99
MEMORANDUM OF RAILCAR LEASE AGREEMENT

3-00PM

THIS FIRST AMENDMENT TO MEMORANDUM OF RAILCAR LEASE AGREEMENT (the "Amendment") is made as of this 29th day of October, 1999 by and between BLUE CIRCLE INC. ("Lessee") and ALLFIRST BANK (formerly known as THE FIRST NATIONAL BANK OF MARYLAND) ("Assignee").

RECITALS

WHEREAS, Southern Illinois Railcar Company ("SIRC") and Lessee entered into that certain Railcar Lease Agreement (the "Lease") dated as of May 28, 1996 pursuant to which SIRC leased to Lessee and Lessee leased and accepted from SIRC certain railcars described on Exhibit A to the Agreement; and

WHEREAS, SIRC and Lessee executed and recorded that certain Memorandum of Railcar Lease Agreement (the "Agreement") dated as of May 29, 1996 and recorded on June 24, 1996 as Recordation No 20148-A in the records of the Surface Transportation Board (formerly known as the Interstate Commerce Commission) (the "STB"); and

WHEREAS, Assignee and SIRC entered into that certain Assignment of Lessor's Interest in Lease dated as of May 31, 1996 and recorded on June 24, 1996 as Recordation No. 20148-A in the records of the STB pursuant to which SIRC agreed to assign to Assignee all of SIRC's right, title and interest in and to the Lease; and

WHEREAS, due to a scrivener's error the railcars shown on Exhibit A to the Agreement were inaccurately described; and

WHEREAS, the parties desire to amend the Agreement to correct such error.

AGREEMENTS

NOW, THEREFORE, in consideration of the premises and the mutual terms and conditions hereinafter set forth, Lessee and Assignee hereby agree as follows:

1. Exhibit A to the Agreement is hereby deleted in its entirety and is replaced by the new Exhibit A attached hereto.
2. Except as expressly amended hereby, all other terms and conditions of the Agreement shall remain unmodified and in full force and effect and the Agreement, as modified, is hereby ratified and confirmed by the parties

IN WITNESS WHEREOF, Assignee and Lessee have executed

this Amendment as of the day and year first above written.

BLUE CIRCLE, INC.

By: Michele Friday

Title: Manager Rail Operations + transportat. Planning

ALLFIRST BANK (formerly known as THE FIRST NATIONAL BANK OF MARYLAND)

By: _____

Title: _____

STATE OF GEORGIA, COUNTY OF COBB, TO WIT:

I HEREBY CERTIFY, that on this 29th day of October, 1999, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Michele Friday, who acknowledged himself to be the Manager of Rail Operations of Blue Circle, Inc., known to be the person whose name is subscribed to the within instrument, and acknowledged that he or she executed the same for the purposes therein contained as the duly authorized Manager Rail Operations of said corporation by signing the name of the corporation by himself as Michele Friday.

WITNESS my hand and Notarial Seal.

(SEAL)

[Signature]
Notary Public

My Commission Expires:

Notary Public, **Cobb County, Georgia**
My Commission Expires **April 24, 2002**

this Amendment as of the day and year first above written

BLUE CIRCLE, INC.

By: _____

Title: _____

ALLFIRST BANK (formerly known as THE FIRST NATIONAL BANK OF MARYLAND)

By: Richard M. [Signature]

Title: Vice President

STATE OF _____, COUNTY OF _____, TO WIT:

I HEREBY CERTIFY, that on this _____ day of _____, 1999, before me, the undersigned, a Notary Public of the State of _____, personally appeared _____, who acknowledged himself to be the _____ of Blue Circle, Inc., known to be the person whose name is subscribed to the within instrument, and acknowledged that he or she executed the same for the purposes therein contained as the duly authorized _____ of said corporation by signing the name of the corporation by himself as _____.

WITNESS my hand and Notarial Seal.

(SEAL)

Notary Public

My Commission Expires:

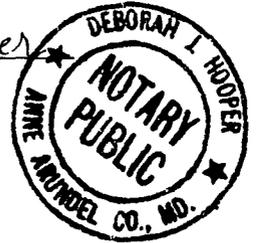
STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT.

I HEREBY CERTIFY, that on this 15th day of October, 1999, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Richard M. Folio, who acknowledged himself to be the Vice President of Allfirst Bank (formerly known as The First National Bank of Maryland), known to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said corporation by signing the name of the corporation by himself as Vice President.

WITNESS my hand and Notarial Seal.

(SEAL)

Deborah J. Hooper
Notary Public



My Commission Expires: 07/27/02

EXHIBIT A

Description of Railcars

Twenty (20) covered hopper railcars bearing reporting marks and numbers:

SIRX 290025
SIRX 290033
SIRX 290044
SIRX 290052
SIRX 290057
SIRX 290059
SIRX 290061
SIRX 290063
SIRX 290066
SIRX 290067
SIRX 290071
SIRX 290075
SIRX 290079
SIRX 290020
SIRX 290022
SIRX 290024
SIRX 290030
SIRX 290045
SIRX 290062
SIRX 290080