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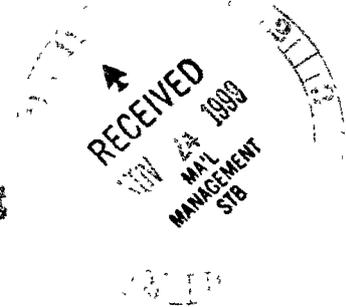
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Dawn Sargent Arnold
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November 5, 1999

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

3-00 PM

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:

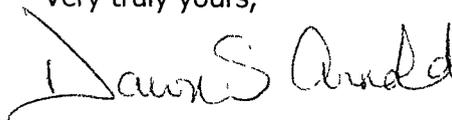
Twenty (20) covered hopper railcars bearing SIRX reporting marks and road numbers set forth on Exhibit A attached to all three Amendments.

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

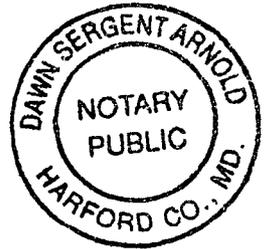
STATE OF MARYLAND
SS
CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached First Amendment to Assignment of Lessor's Interest in Lease is a true and complete copy of said First Amendment to Assignment of Lessor's Interest in Lease.

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-C FILED

NOV 29 '99

3-00PM

FIRST AMENDMENT TO ASSIGNMENT OF
LESSOR'S INTEREST IN LEASE

RECORDATION NO. **20148-C** FILED

NOV 29 '99

3-00PM

THIS FIRST AMENDMENT TO ASSIGNMENT OF LESSOR'S INTEREST IN LEASE (the "Amendment") is made as of this 11th day of October, 1999 by and between SOUTHERN ILLINOIS RAILCAR COMPANY ("Assignor") and ALLFIRST BANK (formerly known as THE FIRST NATIONAL BANK OF MARYLAND) ("Assignee").

RECITALS

WHEREAS, Assignee and Assignor entered into that certain Assignment of Lessor's Interest in Lease (the "Agreement") dated as of May 31, 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) pursuant to which Assignor agreed to assign to Assignee all of Assignor's right, title and interest in and to that certain Lease which is more particularly described in the Agreement; and

WHEREAS, due to a scrivener's error the railcars shown on Schedule 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, Assignor and Assignee hereby agree as follows:

1. Schedule A to the Agreement is hereby deleted in its entirety and is replaced by the new Schedule 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, Assignor and Assignee have executed

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

SOUTHERN ILLINOIS RAILCAR COMPANY

By: Kurt Gilman

Title: Exec Vice President

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

By: _____

Title: _____

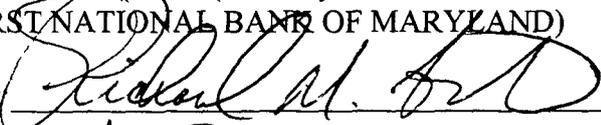
this Amendment as of the day and year first above written.

SOUTHERN ILLINOIS RAILCAR COMPANY

By: _____

Title: _____

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

By:  _____

Title: Vice President

STATE OF ILLINOIS, COUNTY OF MADISON, TO WIT:

I HEREBY CERTIFY, that on this 11th day of October, 1999, before me, the undersigned, a Notary Public of the State of Illinois, personally appeared Kurt E. Johnson, who acknowledged himself to be the Exec. Vice President of Southern Illinois Railcar Company, an Illinois corporation, 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 Officer of said corporation by signing the name of the corporation by himself as Exec. Vice President.

WITNESS my hand and Notarial Seal.



Janice A. Tweedy
Notary Public

My Commission Expires: February 23, 2000

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

I HEREBY CERTIFY, that on this _____ 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 _____ 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 ILLINOIS, COUNTY OF MADISON, TO WIT:

I HEREBY CERTIFY, that on this _____ day of _____, 1999, before me, the undersigned, a Notary Public of the State of Illinois, personally appeared _____, who acknowledged himself to be the _____ of Southern Illinois Railcar Company, an Illinois corporation, 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 _____ 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: 1/21/02

SCHEDULE 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