

REGISTRATION NO. 7415-F

FEB 12 1992 - 2 10 PM

INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT, dated as of February 11, 1992, between **NATIONAL WESTMINSTER BANK PLC**, an English bank acting by and through its New York Branch ("Owner"), and **BLUE CIRCLE INC.**, an Alabama corporation ("Lessee").

W I T N E S S E T H :

WHEREAS, Owner and Lessee concurrently herewith are entering into an Equipment Lease Agreement (the "Lease") dated as of February 11, 1992; and

WHEREAS, the Lease provides for the execution of a Lease Supplement substantially in the form hereof for the purposes of leasing the Equipment under the Lease as and when delivered by Owner to Lessee in accordance with the terms thereof;

NOW, THEREFORE, in consideration of the premises and for good and sufficient consideration, Owner and Lessee hereby agree as follows:

1. Owner hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Owner, under the Lease as hereby supplemented, the Items of Equipment listed on Schedule 1 hereto.
2. Lessee hereby confirms to Owner that Lessee has inspected and approved such Items of Equipment for all purposes hereof and of the Lease, that such Items have been unconditionally accepted by Lessee under the Lease, and that such Items are in accordance with all applicable mechanical specifications for such Equipment and in good working order and Lessee has no knowledge of any defect in any such Items, whether with respect to design, manufacture, condition or otherwise.
3. The Total Equipment Cost for the Equipment leased hereunder is \$ _____ and the Equipment Cost of each Item of Equipment leased hereunder is \$ _____
4. Lessee hereby confirms its agreement, in accordance with the Lease as supplemented by this Lease Supplement, to pay Rent to Owner for each Item of Equipment leased hereunder as provided for in the Lease.
5. All of the provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein. Capitalized terms used herein without definitions shall have the respective meanings set forth in the Lease.
6. This Lease Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed

and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

7. This Lease Supplement is being delivered in the State of New York and shall in all respects be governed by, and construed in accordance with, the laws of the State of New York, including all matters of construction, validity and performance.

IN WITNESS WHEREOF, Owner and Lessee have caused this Lease Supplement to be duly executed on the date and year set forth in the opening paragraph hereof.

**NATIONAL WESTMINSTER BANK PLC,
New York Branch**

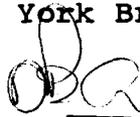
By: _____
Title:

6. This Lease Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

7. This Lease Supplement is being delivered in the State of New York and shall in all respects be governed by, and construed in accordance with, the laws of the State of New York, including all matters of construction, validity and performance.

IN WITNESS WHEREOF, Owner and Lessee have caused this Lease Supplement to be duly executed on the date and year set forth in the opening paragraph hereof.

**NATIONAL WESTMINSTER BANK PLC,
New York Branch**

By: 
Title: _____
DAVID E. BREALEY
Vice President

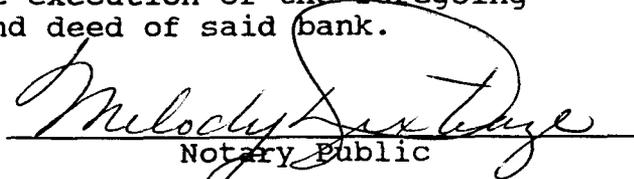
BLUE CIRCLE INC.

By: _____
Title: _____

By: _____
Title: _____

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) : ss.:

On this 11th day of February, 1992, before me personally appeared David F. Brealey, to me personally known, who, being by me duly sworn, says that he is a _____ Vice President of National Westminster Bank Plc, New York Branch, that he is duly authorized to sign said instrument on behalf of said bank and he acknowledged that he executed the foregoing instrument on February 11th 1992 and that the execution of the foregoing instrument was the free act and deed of said bank.



Notary Public

My Commission Expires:

[Notary Seal]

MELODY DEXTRAZE
Notary Public, State of New York
No. 31-4767299
Qualified in New York County
Commission Expires September 30, 1992

STATE OF _____)
)
COUNTY OF _____) : ss.:

On this _____ day of February, 1992, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is _____ of Blue Circle Inc., that he is duly authorized to sign said instrument on behalf of said corporation and he acknowledged that he executed the foregoing instrument on February __, 1992 and that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires:

[Notary Seal]

6. This Lease Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

7. This Lease Supplement is being delivered in the State of New York and shall in all respects be governed by, and construed in accordance with, the laws of the State of New York, including all matters of construction, validity and performance.

IN WITNESS WHEREOF, Owner and Lessee have caused this Lease Supplement to be duly executed on the date and year set forth in the opening paragraph hereof.

NATIONAL WESTMINSTER BANK PLC,
New York Branch

By: _____
Title: _____

BLUE CIRCLE INC.

By: B. J. Falout
Title: Treasurer

By: Federick Kempf
Title: Vice President & CFO

'STATE OF Georgia)
) : SS.:
COUNTY OF Cobb)

On this 11th day of February, 1992, before me personally appeared Brian Yabacher, to me personally known, who, being by me duly sworn, says that he is Treasurer of Blue Circle Inc., that he is duly authorized to sign said instrument on behalf of said corporation and he acknowledged that he executed the foregoing instrument on February 11th, 1992 and that the execution of the foregoing instrument was the free act and deed of said corporation.

Sandra R. Humer
Notary Public

My Commission Expires:
May 4, 1992
[Notary Seal]

SCHEDULE 1 TO EQUIPMENT LEASE SUPPLEMENT

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
100 ton, 3,000 cubic foot capacity pressure differen- tial covered hoppers built in 1974-1975 by North American Car Corporation	56	BCAX 10201-10256