

EXECUTION COPY

MEMORANDUM OF SUBLEASE AGREEMENT

REGISTRATION NO. 20436-A  
FILED 1425

dated as of December 31, 1996

DEC 31 1996 -10 00 AM

between

CENTEX AMERICAN GYPSUM COMPANY

as Sublessee,

and

CENTEX CONSTRUCTION PRODUCTS

RECORD

as Sublessor

NEW-A

FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. § 11301  
on December \_\_, 1996 at \_\_:\_\_.m.

## MEMORANDUM OF SUBLEASE AGREEMENT

THIS MEMORANDUM OF SUBLEASE AGREEMENT is made and entered into as of December 31, 1996, by and between CENTEX CONSTRUCTION PRODUCTS, INC , a Delaware corporation ("Sublessor"), and CENTEX AMERICAN GYPSUM COMPANY, a New Mexico corporation ("Sublessee"), with reference to the following

- 1 Sublessor has agreed to sublease to Sublessee, and Sublessee has agreed to sublease from Sublessor, 40 Gunderson center-beam flat cars bearing reporting marks CENX 2000 through CENX 2039, inclusive, described in that certain Equipment Sublease Agreement, dated as of December 31, 1996 (the "Sublease"), between Sublessor and Sublessee
- 2 The Sublease shall be effective as of the date hereof and shall be for a term of 10 years and any applicable renewal term

This Memorandum of Sublease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Sublease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Sublease Agreement to be executed as of the date first above written

CENTEX CONSTRUCTION PRODUCTS, INC

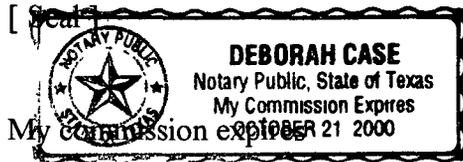
By Arthur R. Zunker  
Title Sr. V.P. Finance

CENTEX AMERICAN GYPSUM COMPANY

By Arthur R. Zunker  
Title Sr. V.P.

STATE OF TEXAS            )  
  )  
COUNTY OF DALLAS        )        ss

On this the 27<sup>th</sup> day of December, 1996 before me appeared Arthur R. Zunker the person who signed this instrument, who acknowledged that (s)he is the Sr. V.P. - Finance of CENTEX CONSTRUCTION PRODUCTS, INC and that being duly authorized (s)he signed such instrument as a free act on behalf of said corporation

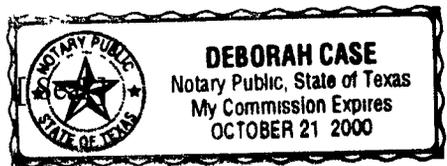


Deborah Case  
Notary Public

10-21-2000

STATE OF TEXAS            )  
  )  
  )            SS  
COUNTY OF DALLAS        )

On this the 27<sup>th</sup> day of December, 1996 before me appeared Arthur R. Zunker  
the person who signed this instrument, who acknowledged that (s)he is the  
 Sr. V.P. of CENTEX AMERICAN GYPSUM COMPANY and that being duly  
authorized (s)he signed such instrument as a free act on behalf of said corporation



Deborah Case  
Notary Public

My commission expires  
10-21-2000