

BALL JANIK LLP

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SURFACE TRANSPORTATION
BOARD

A T T O R N E Y S

JUN 10 1 59 PM '98

1455 F STREET, NW, SUITE 225
WASHINGTON, D C 20005

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OF COUNSEL
(202) 466-6532

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RECORDATION NO. 20436-B FILED

June 10, 1998

JUN 10 '98

1-59 PM

Counter Part Jim J. Williams

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed three originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Amendment to Memorandum of Lease Agreement, a secondary document, dated as of June 9, 1998. The primary document to which this is connected is recorded under Recordation No. 20436. We request that this document be recorded under Recordation No. 20436-B.

The names and addresses of the parties to the Amendment to Memorandum of Lease Agreement are:

Lessor:

First Union Commercial Corporation
7 St. Paul Street, 3rd Floor
Baltimore, MD 21202

Lessee:

Centex Construction Products, Inc.
3710 Rawlins, Suite 1600
Dallas, TX 75219

A description of the equipment covered by the Amendment to Memorandum of Lease Agreement consists of 40 center beam flat cars numbered CENX 2000-2039, inclusive, which are

BALL JANIK LLP

Honorable Vernon A. Williams

June 10, 1998

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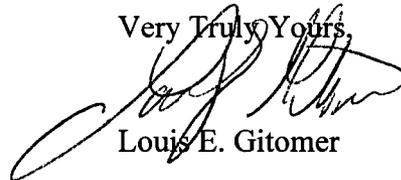
being released from the lease, and 40 73' center partition flat cars numbered AGYX 5000-5039, inclusive, which are being made subject to the lease.

A fee of \$26.00 is enclosed. Please return two originals to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: Amendment to Memorandum of Lease Agreement between First Union Commercial Corporation, 7 St. Paul Street, 3rd Floor, Baltimore, MD 21202, and Centex Construction Products, Inc., 3710 Rawlins, Suite 1600, Dallas, TX 75219, covering 40 center beam flat cars numbered CENX 2000-2039, inclusive, which are being released from the lease, and 40 73' center partition flat cars numbered AGYX 5000-5039, inclusive, which are being made subject to the lease.

Very Truly Yours,



Louis E. Gitomer

Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

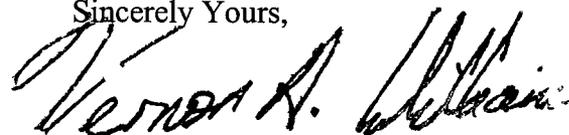
DATE:6/10/98

Louis E. Gitomer
Ball Janik LLP
1455 F Street, NW., Ste.225
Washington, DC., 20005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3(c), on 6/10/98 at 1:59PM, and
assigned recordation number(s). 20436-B.

Sincerely Yours,



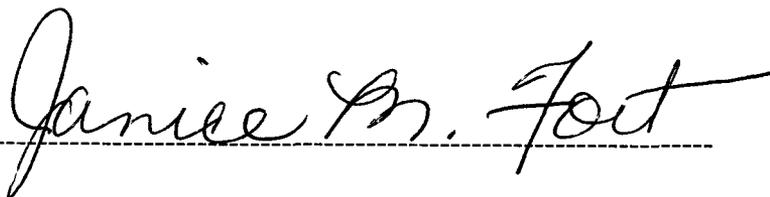
Vernon A. Williams

Enclosure(s)

26.00

\$-----The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



RECORDATION NO.

20436-B

FILED

JUN 10 '98

1-59 PM

EXECUTION COPY

AMENDMENT TO MEMORANDUM OF LEASE AGREEMENT

dated as of June 9, 1998

between

CENTEX CONSTRUCTION PRODUCTS, INC.
as Lessee,

and

FIRST UNION COMMERCIAL CORPORATION

as Lessor

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301
on June __, 1998 at __:__.m.**

AMENDMENT TO MEMORANDUM OF LEASE AGREEMENT

THIS AMENDMENT TO MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 9, 1998, by and between FIRST UNION COMMERCIAL CORPORATION, a North Carolina corporation ("Lessor"), successor by merger to Signet Leasing and Financial Corporation, and CENTEX CONSTRUCTION PRODUCTS, INC., a Delaware corporation ("Lessee"), with reference to the following:

1. Lessor and Lessee previously entered into a Memorandum of Lease Agreement dated as of June 28, 1995 (the "Memorandum"), and filed the Memorandum at the Surface Transportation Board at 10:00:A.M, on December 31, 1996, which filing was assigned the Recordation No. 20436-A.
2. The Railcars, bearing reporting marks CENX 2000 through CENX 2039 (as more particularly described in the Memorandum (the "Original Cars") were leased by Lessor to Lessee pursuant to that certain Master Lease Agreement No. 2140, dated as of January 31, 1995, and Schedule No. 2 thereto and incorporating the terms thereof, dated as of December 30, 1996 (collectively, (the "Lease").
3. With the mutual agreement of the parties, Lessee and Lessor now desire to release the Original Cars, and amend the Lease so as to provide for the release and replacement of the Original Cars with 40 73' center partition flat cars with 286,000 lbs. Gross Rail Load bearing marks and numbers AGYX 5000 through AGYX 5039, inclusive. (the "Replacement Cars").
4. Concurrently herewith, Lessor and Lessee are amending the Lease, and entering into such other agreements, instruments and documents to effect such substitution; and in furtherance thereof, the Memorandum shall hereafter be amended by this Amendment so as to reflect that, for the purpose of evidencing the disposition of the railroad cars described herein, the Lease, as it relates to the Replacement Cars and not the Original Cars, is and shall be effective as of the date hereof and shall be subject to the Basic Term and any Renewal Term, if applicable (as each such capitalized term is defined in the Lease). The Lease shall be effective as of the Acceptance Date (as defined in the Lease) and shall be subject to the Basic Term and any Renewal Term, if applicable (as each such capitalized term is defined in the Lease).

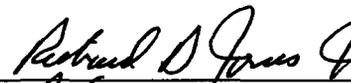
This Amendment Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one agreement.

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

FIRST UNION COMMERCIAL CORPORATION

By: 
Name: Angelique A. LeRois-Vanpat
Title: Vice President

CENTEX CONSTRUCTION PRODUCTS, INC.

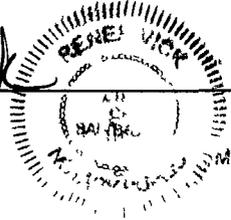
By: 
Name: Richard D. Jones Jr.
Title: President

STATE OF MARYLAND)
) ss.
CITY OF BALTIMORE)

On this the 5th day of June, 1998 before me appeared Angelique
Refinis-Newport, the person who signed this instrument, who
acknowledged that (s)he is the Vice President of FIRST UNION
COMMERCIAL CORPORATION and that being duly authorized (s)he signed
such instrument as a free act on behalf of said corporation.

[Seal]

Renee Vick
Notary Public



Renee Vick, Notary Public
City of Baltimore
State of Maryland
Commission Expires March 1, 2002

My commission expires:

STATE OF TEXAS)
) ss.
COUNTY OF Dallas)

On this the 9th day of June, 1998 before me appeared _____
Richard D. Jones, Jr., the person who signed this instrument, who
acknowledged that (s)he is the President of CENTEX
CONSTRUCTION PRODUCTS, INC. and that being duly authorized (s)he
signed such instrument as a free act on behalf of said corporation.

[Seal]

Janice Price
Notary Public

Janice Price

My commission expires:
4-20-00

