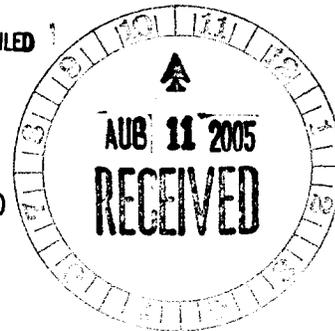


RECORDATION NO. 19498-B FILED 1

AUG 12 '05 2-15 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

August 10, 2005

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Termination of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) originals of a Memorandum of Termination of Lease Agreement, dated August 4, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Surface Transportation Board under Recordation Number 19498 on June 28, 1995.

Lessor:	First Union Commercial Corporation,	Lessee:	Eagle Materials Inc., as successor to
	as successor in interest to Signet		Centex Construction Products, Inc.
	Leasing and Financial Corporation		3811 Turtle Creek Blvd., Suite 1100
	c/o First Union Rail Corporation		Dallas, TX 75219
	One O'Hare Center		
	6250 River Road, Suite 5000		
	Rosemont, IL 60018		

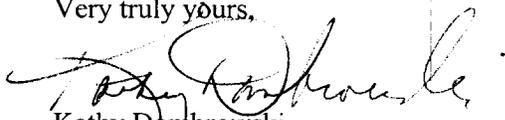
A description of the railroad equipment covered by the enclosed document is 120, 115-Ton Twin Covered Hoppers, NVCX 009500 through NVCX 009619.

A short summary of the document to appear in the index follows: Memorandum of Termination of Lease Agreement

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return the stamped originals of the enclosed documents to the undersigned.

If you have any questions, please contact me at 847/384-5368. Thank you for your cooperation in this matter.

Very truly yours,


Kathy Dombrowski
Director of Documentation

Enclosures

(CECP001)

MEMORANDUM OF TERMINATION OF LEASE AGREEMENT

August 4, 2005

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF TERMINATION OF LEASE AGREEMENT, (the "Memorandum") is made and entered into as of ~~July~~ August 4, 2005 by and between First Union Commercial Corporation, as successor in interest to Signet Leasing and Financial Corporation ("Lessor"), a North Carolina corporation, and Eagle Materials Inc., as successor in interest to Centex Construction Products, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

Lessor and Lessee entered into that certain Master Lease Agreement No. 2140 dated as of January 31, 1995, and Schedule No. 1 thereto dated June 28, 1995, whereby Lessor leased to Lessee Railcars as described in more particular on Exhibit A attached hereto; and

Lessor and Lessee entered into that certain Memorandum of Lease Agreement dated as of June 28, 1995, evidencing the above described lease of such Railcars, which was recorded with the former Interstate Commerce Commission, now the Surface Transportation Board, on June 28, 1995 at 3:40 p.m. under Recordation Number 19498, pursuant to the provisions of 49 U.S.C. Section 11303.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed, by their respective officers duly authorized as of the date and year first above written, to evidence upon the public record, the termination of such lease of such Railcars.

LESSOR:

FIRST UNION COMMERCIAL CORPORATION,
as successor in interest to Signet Leasing and Financial Corporation

Name: John J. Thomas

Title: Managing Director

Signature: [Handwritten Signature]

STATE OF ILLINOIS

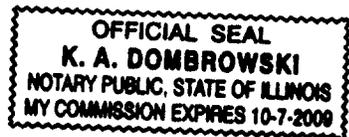
COUNTY OF COOK

I, K.A. Dombrowski, a Notary Public of the State and County aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum.

WITNESS my hand and official stamp or seal, this 8th day of August, 2005.

[Handwritten Signature]
Notary Public

My Commission Expires:
10-7-2009



LESSEE:

EAGLE MATERIALS INC.,

as successor in interest to Centex Construct: on Products, Inc.

Signature: Name: Arthur R. Zunker

Title: Sr. V.P. and CFO

Name. Signature: Arthur R. Zunker

STATE OF Texas

COUNTY OF Dallas

I, Janice Price, a Notary Public for the State and County aforesaid, certify that Arthur R. Zunker personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum.

WITNESS my hand, this 4 day of August 2005.

Janice Price
Notary Public

My Commission Expires:

4-20-08

(CECP001)

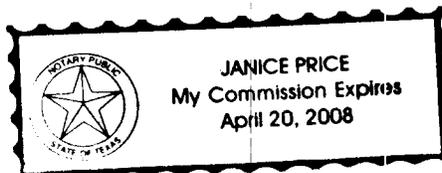


EXHIBIT A - MEMORANDUM OF TERMINATION

NUMBER OF CARS: One hundred twenty (120)
DESCRIPTION OF CARS: 115-Ton, Twin Covered Hoppers
CAR NUMBERS: NVCX 009500 through NVCX 009619