

STATE OF ALABAMA)
 :
COUNTY OF SHELBY)

Inst # 1999-31555

TERMINATION OF MEMORANDUM OF LEASE

THIS TERMINATION OF MEMORANDUM OF LEASE (this "Termination") is made and entered into as of the 28th day of July, 1999 by and between WILMINGTON TRUST COMPANY, acting not individually but solely as trustee under a Trust Agreement dated January 15, 1995 ("Lessor"), RUST ENGINEERING & CONSTRUCTION INC., formerly known as RUST INTERNATIONAL CORPORATION (DELAWARE), a Delaware corporation ("Lessee") and STATE STREET BANK AND TRUST COMPANY, a Massachusetts trust company, as indenture trustee (the "Indenture Trustee").

RECITALS:

Lessor and Lessee have heretofore entered into a Lease dated as of January 15, 1995 (the "Lease"). The Lease has been assigned by Lessor to the Indenture Trustee pursuant to an Indenture of Trust, Mortgage, Assignment of Lease, Security Agreement and Fixture Filing dated as of January 15, 1995 and recorded in the Office of the Judge of Probate of Shelby County, Alabama as Instrument No. 1995-03030.

In order to comply with and otherwise satisfy the terms and provisions of Ala. Code (1975), §§ 35-4-6 and 35-4-51.1, Lessor and Lessee have heretofore entered into a Memorandum of Lease dated as of January 15, 1995 and recorded in the Office of the Judge of Probate of Shelby County, Alabama as Instrument No. 1995-03031 (the "Memorandum of Lease").

The Lease has been terminated and therefore Lessor and Lessee desire to cancel and terminate the Memorandum of Lease. The Indenture Trustee joins in this Termination to evidence its consent to the termination of the Lease and the Memorandum of Lease.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, Lessor and Lessee (with the consent of the Indenture Trustee) do hereby acknowledge and agree that, effective as of July 28, 1999, (a) the Lease has been canceled and terminated in its entirety and (b) the Memorandum of Lease is hereby canceled and terminated in its entirety. From after July 28, 1999, the Memorandum of Lease is deemed null and void and of no further force or effect.

(Remainder of Page Intentionally Left Blank.)
(Signatures Appear on Following Pages.)

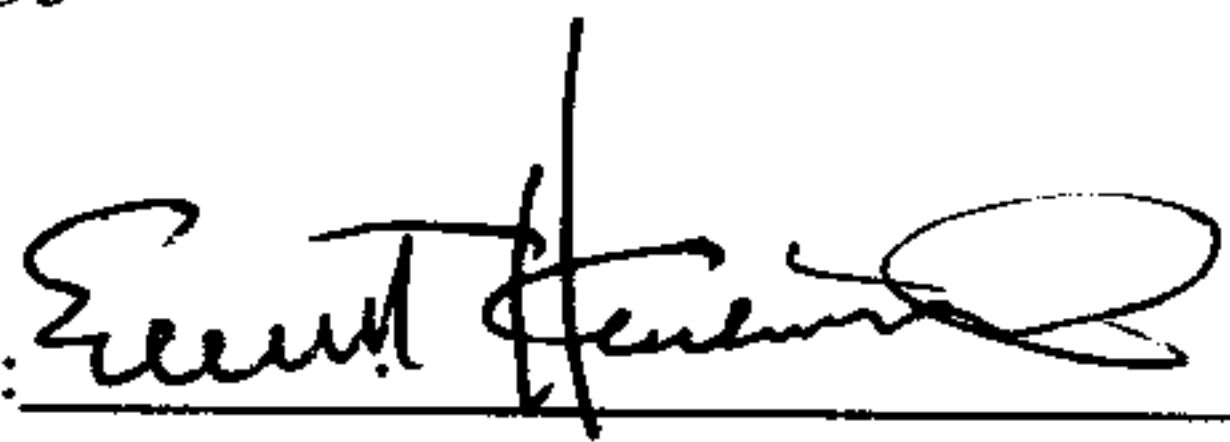
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SHELBY COUNTY JUDGE OF PROBATE
004 MMS 16.00

IN WITNESS WHEREOF, Lessor, Lessee and the Indenture Trustee have executed this Termination as of the day and year first above written.

LESSOR:

WILMINGTON TRUST COMPANY,
acting not individually but solely as trustee
under a Trust Agreement dated January 15,
1995

By: 
Name: EDWARD T. HENDRIXSON
Title: Financial Services Officer

STATE OF Delaware
COUNTY OF New Castle

I, a Notary Public in and for said County in said State, hereby certify that Edward T. Hendrixson, whose name as Financial Services Officer, of WILMINGTON TRUST COMPANY, acting not individually but solely as trustee under a Trust Agreement dated January 15, 1995, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing instrument, he, as such officer, and with fully authority, executed the same voluntarily for and as the act of said corporation.

GIVEN under my hand and official seal this 22 day of July, 1999.


DEBORAH L. GEORGE
NOTARY PUBLIC

My Commission Expires: My Commission Expires November 21, 1999

LESSEE:

**RUST ENGINEERING &
CONSTRUCTION INC.,** a Delaware
corporation

By: 

Name: DONALD R. CHAPPEL

Title: President

STATE OF ILLINOIS)

COUNTY OF DU PAGE)

I, a Notary Public in and for said County in said State, hereby certify that DONALD R. CHAPPEL, whose name as President, of RUST ENGINEERING & CONSTRUCTION INC., a Delaware corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing instrument, he, as such officer, and with fully authority, executed the same voluntarily for and as the act of said corporation.


GIVEN under my hand and official seal this 2nd day of July, 1999.




Notary Public
My Commission Expires: March 10, 2002

INDENTURE TRUSTEE:

**STATE STREET BANK AND TRUST
COMPANY**, a Massachusetts trust
company, as indenture trustee

By: 
Name: Ruth A. Smith
Title: Vice President

STATE OF MASSACHUSETTS

COUNTY OF SUFFOLK

I, a Notary Public in and for said County in said State, hereby certify that **RUTH A. SMITH**, whose name as Vice President, of STATE STREET BANK AND TRUST COMPANY, a Massachusetts trust company, as indenture trustee, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing instrument, he, as such officer, and with fully authority, executed the same voluntarily for and as the act of said trust company.

GIVEN under my hand and official seal this 23rd day of July, 1999.


Notary Public

My Commission Expires: _____

THIS INSTRUMENT PREPARED BY AND UPON
RECORDING SHOULD BE RETURNED TO:

Hunton & Williams
951 East Byrd Street
Richmond, Virginia 23219

JAMES M. COOLIDGE
Notary Public
My Commission Expires June 19, 2003

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