

EAGLE MATERIALS INC.
STOCK OWNERSHIP GUIDELINES

I. PURPOSE

Eagle Materials Inc.'s Stock Ownership Guidelines align the interests of directors and executives with the interests of stockholders and promote Eagle Materials' commitment to sound corporate governance.

II. SCOPE

Eagle Materials Inc.'s Stock Ownership Guidelines apply to the following company leaders:

Directors
President and Chief Executive Officer
All Executive Vice Presidents
All Senior Vice Presidents and key Vice Presidents (as designated by the Compensation Committee)

III. OWNERSHIP GUIDELINES

A. Executives

Eagle Materials Inc.'s Stock Ownership Guidelines for executives are expressed as a number of shares of Common Stock of Eagle Materials Inc. ("Common Stock"). The number of shares is determined by multiplying the executive's annual base salary on the date the executive becomes subject to the Stock Ownership Guidelines by the applicable multiple and then dividing the product by the closing price of Eagle Material's Common Stock on the New York Stock Exchange ("NYSE") on the date the executive becomes subject to the policy. The amount is then rounded to the nearest 100 shares. Multiples of salary are established for each position and are set forth in attached Appendix I.

B. Directors

Stock Ownership Guidelines for Directors are expressed as a number of shares of Common Stock equivalent in value to \$250,000 as of the date the director becomes subject to the policy. New directors become subject to the policy on the date he/she becomes a Board member. The number of shares is determined by dividing \$250,000 by the closing price of the Common Stock as reported by the NYSE on the date the director becomes subject to the policy. This amount is then rounded to the nearest 100 shares.

C. Changes in Compensation or Stock Price

Once established, a participant's ownership requirement generally does not change as a result of changes in his or her compensation or fluctuations in the price of Common Stock.

IV. COUNTING SHARES OWNED

Shares that count towards satisfaction of the Stock Ownership Guidelines include:

- Shares owned outright by the participant or his or her immediate family members residing in the same household;
- Vested shares held in Eagle Materials Inc.'s Salaried Profit Sharing Plan;
- Shares represented by vested Restricted Stock Units ("RSUs") (which shall include RSUs granted to Directors and which become payable to Directors upon retirement).

V. COMPLIANCE WITH THE GUIDELINES

Participants are required to achieve their stock ownership requirement within five years of becoming subject to the policy. For executives whose stock ownership requirement increases because of a change in title, a five-year period to achieve the incremental amount begins on the date of the change in title. Once achieved, ownership of the guideline amount must be maintained for as long as the individual is subject to these Stock Ownership Guidelines. Each year at the Compensation Committee meeting held closest in time to the annual meeting of shareholders of Eagle Materials Inc., the Compensation Committee will review the progress of all participants towards meeting those guidelines.

VI. ADMINISTRATION

The Stock Ownership Guidelines are administered and interpreted by the Compensation Committee of the Board of Directors including, without limitation, matters relating to the calculation of individual ownership requirements and the granting of exemptions from the Guidelines. While the Compensation Committee expects every participant to comply with this policy, it also intends that the policy will be implemented in a flexible manner taking into consideration individual circumstances and whether compliance with the Stock Ownership Guidelines would result in a hardship.

APPENDIX I

<i>TITLE</i>	<i>MULTIPLE SALARY</i>
President and Chief Executive Officer	5x annual base salary
Executive Vice Presidents and Senior Vice Presidents	3x annual base salary
Vice Presidents	2x annual base salary