



RECORDATION NO. 27654- A- FILED  
July 25, 2016 04:44 PM  
SURFACE TRANSPORTATION BOARD

Mitsui Rail Capital, LLC  
1 South Wacker Drive  
Suite 3110  
Chicago, Illinois 60606

Main (312) 803-8880  
Fax (312) 803-8890

July 25, 2016

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Assignment and Assumption Agreement dated July 20, 2016 between the following parties:

Assignor: Standard Industries Inc.  
(formerly known as Building Materials Corporation of America)  
1 Campus Drive  
Parsippany, NJ 07054

Assignee: GAF Materials LLC  
1 Campus Drive  
Parsippany, NJ 07054

Lessor: Mitsui Rail Capital, LLC  
1 S. Wacker Drive, Suite 3110  
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is:

50 railcars: MBKX 101250 - MBKX 101299, both inclusive

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement.

Please file this as a secondary document under Recordation 27654 previously filed with the Surface Transportation Board. The filing fee in the amount of \$43.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

*/s/ Christine Peterson*

Christine Peterson  
Manager, Contract Administration

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*MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT*

*AMONG*

*STANDARD INDUSTRIES INC.*

*AND*

*GAF MATERIALS LLC d/b/a GAF*

*AND*

*MITSUI RAIL CAPITAL, LLC*

*July 20*, 2016

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Memorandum of Assignment and Assumption Agreement made and entered into as of July 20, 2016, by and between Standard Industries Inc. (formerly known as Building Materials Corporation of America, formerly doing business as GAF Materials Corporation) ("*Assignor*"), a Delaware corporation, GAF Materials LLC d/b/a GAF ("*Assignee*"), a Delaware limited liability company and Mitsui Rail Capital, LLC (successor in interest to Trinity Industries Leasing Company) ("*Lessor*"), a Delaware limited liability company.

WITNESSETH:

1. Lessor leased to Assignor ("*Lessee*") fifty (50) railcars, marked and numbered MBKX 101250 through MBKX 101299, both inclusive (formerly marked and numbered TILX 32705 through TILX 32754, both inclusive), pursuant to that certain Railroad Car Lease Agreement dated May 23, 2005, as amended by Amendment No. 1 effective January 22, 2008 thereto (collectively the "*Lease*"), and Rider No. 4 thereto dated November 29, 2005, as amended by Amendment No. 1 effective January 22, 2008 and Amendment No. 2 dated December 14, 2010 thereto (collectively the "*Rider*") (the Lease and the Rider are collectively, the "*Lease Agreement*").
2. In connection with the Lease: a Memorandum of Assignment was recorded with the Surface Transportation Board ("*STB*") on September 25, 2008 and assigned Recordation No. 27654.
3. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease Agreement with respect to those certain railcars listed on Exhibit 1 attached hereto (the "*Assignment*").
4. In acknowledgement of the Assignment, this Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

STANDARD INDUSTRIES INC.

By: Philip J. Costa

Title: VP - ASST. TREASURER

GAF MATERIALS LLC d/b/a GAF

By: Philip J. Costa

Title: VP - ASST. TREASURER

MITSUI RAIL CAPITAL, LLC

By: Amid Bendral

Title: President

STATE OF New Jersey )  
 ) ss.  
COUNTY OF morris )

On this 20<sup>th</sup> day of July, 2016, before me personally appeared Phil Costa, to me personally known, who being by me duly sworn, says that s/he is the VP Assistant Treasurer of Standard Industries Inc. and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.

Gail I. Goldberg

NOTARY PUBLIC  
My commission expires: 2021

**GAIL I. GOLDBERG**  
**NOTARY PUBLIC OF NEW JERSEY**  
**My Commission Expires 4/5/2021**

STATE OF New Jersey )  
 ) ss.  
COUNTY OF morris )

On this 20<sup>th</sup> day of July, 2016, before me personally appeared Phil Costa, to me personally known, who being by me duly sworn, says that s/he is the VP Assistant Treasurer of GAF Materials LLC d/b/a GAF and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.

Gail I. Goldberg

NOTARY PUBLIC  
My commission expires: 2021

**GAIL I. GOLDBERG**  
**NOTARY PUBLIC OF NEW JERSEY**  
**My Commission Expires 4/5/2021**

STATE OF ILLINOIS )  
 ) ss.  
COUNTY OF COOK )

On this 22<sup>nd</sup> day of July, 2016, before me personally appeared Daniel P. Penovich, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC, and that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.

Christine C. Peterson

NOTARY PUBLIC  
My commission expires: 7/26/16



**EXHIBIT 1**  
**Car Marks and Numbers**

**MBKX 101250 – MBKX 101299 (both inclusive)**