

RECORDATION NO. 27025-B FILED

JUN 22 '07 -1 0 0 PM

SURFACE TRANSPORTATION BOARD

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June 22, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of June 22, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment and Assumption Agreement being filed with the Board under Recordation Number 27025.

The name and address of the party to the enclosed document are:

Lessor: Trinity Tank Car, Inc. (as assignee of
Trinity Industries Leasing Company)
2525 Stemmons Freeway
Dallas, TX 75207

[Lessee: GAF Materials Corporation
1361 Alps Road, Building 11
Wayne, NJ 07470

Mr. Vernon A. Williams
June 22, 2007
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A description of the railroad equipment covered by the enclosed document
is:

25 railcars: TILX 262116 – TILX 262140.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem,
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement made and entered into on June 22, 2007 by Trinity Tank Car, Inc., a Delaware corporation (as assignee of TILC (as defined below), the "Lessor").

W I T N E S S E T H:

Trinity Industries Leasing Company (as assignor and also acting in its capacity as agent and manager for and on behalf of Lessor, "TILC") and GAF Materials Corporation, a Delaware corporation (the "Lessee") are parties to that certain Railroad Car Lease Agreement (the "Lease Agreement"), dated as of May 23, 2005, whereby TILC has agreed to lease to the Lessee and the Lessee has agreed to lease from TILC certain railroad cars as listed on each Rider incorporated therein.

TILC and Lessee have executed Rider Seven (7) to Railroad Car Lease Agreement, effective March 15, 2007 whereby TILC has agreed to lease to Lessee and the Lessee has agreed to lease from TILC certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

TRINITY TANK CAR, INC.

By: Tony Andrukanits
Name: Tony Andrukanits
Title: President

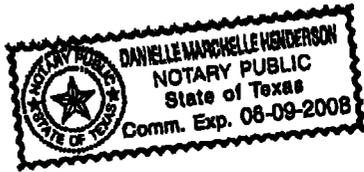
Executed on this 22nd day of June, 2007

[Memorandum of Lease Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 22nd day of June 2007, before a Notary Public in an for said County and State, personally appeared Tony Anderson, who being by me duly sworn, says that he is the President of Trihity Tank Car, Inc., that said instrument was signed on June 22, 2007 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Danielle Henderson
Name: Danielle Henderson
Notary Public

My Commission Expires: 6/9/08
Residing in Cedar Hill TX

[Memorandum of Lease Agreement]

EXHIBIT A

Equipment: DOT 111A100W1 coiled and insulated tank cars
as described in TrinityRail specification number
10727 dated 1/18/07

Quantity: Twenty-Five (25)

Road Numbers: TILX 262116 - 262140

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

6/22/07



Robert W. Alvord