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COOK COUNTY, ILLINOIS
PROPERTY RECORDS

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This document was prepared in consultation with counsel admitted to practice in the state in which the property is located by, and after recording is to be returned to:

Shearman & Sterling
153 East 53rd Street
New York, New York 10022
Attention: Anthony A. Lazzara, Esq.

ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT dated as of the 15th day of December, 1994 by and between ALCAN ALUMINUM CORPORATION, an Ohio corporation ("Assignor"), and GENTEK BUILDING PRODUCTS, INC., a Delaware corporation ("Assignee").

WITNESSETH:

WHEREAS, by that certain lease, which is more particularly described on Schedule 1 hereto (the "Lease"), Assignor leased certain premises described therein; and

WHEREAS, Assignor and Assignee have entered into a U.S. Asset Purchase Agreement, dated as of June 30, 1994, as amended by Amendment No. 2 thereto, dated October 17, 1994 and Amendment No. 3 thereto, dated December 15, 1994 (as amended, the "Purchase Agreement"); and

WHEREAS, Assignor has agreed to assign to Assignee all of Assignor's right, title and interest in and to the Lease and the leasehold estate created thereby, and Assignee has agreed to assume the obligations arising thereunder, as more particularly described below.

83572/eye1
Franklin Park, IL

BOX 333-CT1

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ESC # 1705 737

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Statute

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Statute

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NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained and other good and valuable consideration the sufficiency of which are hereby acknowledged, Assignor and Assignee do hereby agree as follows:

1. Assignment. Assignor hereby assigns, sets over and transfers to Assignee all of Assignor's right, title and interest in, to and under the Lease, together with any security deposits thereunder and any and all rights granted to the tenant therein and any and all options to purchase, rights of first refusal and other rights to acquire the property demised therein, if any, to have and to hold the same unto Assignee, its successors and assigns, forever, from and after the date hereof for all the remainder of the term of the letting under the Lease and any and all renewals and extensions, subject to Section 4.15 of the Purchase Agreement, subject, nevertheless to all terms, provisions, covenants and conditions therein contained.

2. Assumption. Assignee hereby assumes the performance of and agrees to pay perform and discharge when due all of the obligations, terms, provisions, covenants and conditions to be performed on the part of Assignor thereunder first arising or accruing on or after the date hereof, as though Assignee were the original signatory to the Lease, but Assignee does not assume any obligations of Assignor under the Lease incurred or to be performed prior to the date hereof.

3. Binding Nature, etc. This Agreement and the obligations of the parties hereunder shall be binding upon and inure to the benefit of the parties hereto, their respective successors and assigns, and shall be governed by and construed in accordance with the laws of the state where the premises are located. This Agreement may not be modified or amended in any manner other than by a written agreement signed by the parties hereto.

4. Counterparts. This Agreement may be executed in one or more counterparts, and by the different parties hereto in separate counterparts, each of which, when executed, shall be deemed to be an original but all of which when taken together shall constitute one and the same agreement.

* * *

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11/11/2015

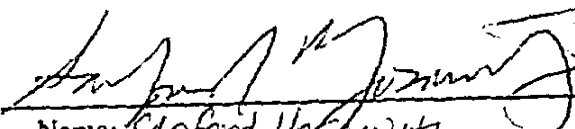
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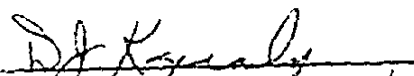
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IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

ASSIGNOR:


ALCAN ALUMINUM CORPORATION


By: 
Name: Sanford Yosowitz
Title: Vice President

By: 
Name: DS Kapraly
Title: Assistant Secretary

ASSIGNEE:

GENTEK BUILDING PRODUCTS, INC.

By: 
Name: MARK E. BANDEEN
Title: PRESIDENT

By: 
Name: DANIEL J. BOVERMAN
Title: SECRETARY

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LEGAL DESCRIPTION

THAT PART OF THE NORTH EAST 1/4 AND THE SOUTH EAST 1/4 OF FRACTIONAL SECTION 19, TOWNSHIP 40 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS: COMMENCING AT A POINT IN THE NORTH LINE OF ADDISON STREET WHICH IS 1036.00 FEET EAST OF THE NORTH AND SOUTH QUARTER SECTION LINE OF SAID SECTION 19 (SAID NORTH LINE OF ADDISON STREET FORMS A RIGHT ANGLE WITH THE EAST LINE OF THE SOUTH EAST 1/4 OF SAID SECTION 19 AT A POINT WHICH IS 2424.40 FEET NORTH OF THE SOUTH EAST CORNER OF SAID SOUTH EAST 1/4 OF SAID SECTION 19) AND RUNNING THENCE NORTH PARALLEL TO THE NORTH AND SOUTH QUARTER SECTION LINE FOR DISTANCE OF 402.75 FEET TO A POINT; THENCE NORTH 81 DEGREES 00 MINUTES 10 SECONDS WEST FOR A DISTANCE OF 91.11 FEET TO A POINT IN THE SOUTH LINE OF RIGHT OF WAY OF CHICAGO, MILWAUKEE, ST. PAUL AND PACIFIC RAILROAD COMPANY, THEN SOUTH 89 DEGREES 59 MINUTES 13 SECONDS WEST ALONG SAID SOUTH LINE OF RIGHT OF WAY FOR A DISTANCE OF 164.99 FEET TO AN ANGLE IN SAID RIGHT OF WAY LINE; THENCE SOUTH 88 DEGREES 33 MINUTES 17 SECONDS WEST ALONG SAID RIGHT OF WAY LINE FOR A DISTANCE OF 40.01 FEET TO AN ANGLE IN SAID RIGHT OF WAY LINE; THENCE SOUTH 89 DEGREES 59 MINUTES 13 SECONDS WEST ALONG SAID RIGHT OF WAY LINE FOR A DISTANCE OF 34.85 FEET TO AN ANGLE IN SAID RIGHT OF WAY LINE; THENCE NORTH 83 DEGREES 02 MINUTES 08 SECONDS WEST ALONG SAID RIGHT OF WAY LINE FOR A DISTANCE OF 246.96 FEET TO A POINT; THENCE CONTINUING WESTERLY ALONG SAID RIGHT OF WAY LINE, SAID LINE BEING A CURVED LINE CONVEX TO THE NORTH WEST AND HAVING A RADIUS OF 437.50 FEET FOR A DISTANCE OF 22.00 FEET TO A POINT, SAID CURVED LINE IS TANGENT TO A LINE WHICH FORMS A DEFLECTION TO THE LEFT OF 6 DEGREES 56 MINUTES 39 SECONDS WITH LAST DESCRIBED STRAIGHT LINE; THENCE SOUTH 76 DEGREES 50 MINUTES 07 SECONDS EAST FOR A DISTANCE OF 154.01 FEET TO A POINT IN A LINE WHICH IS 589.00 FEET EAST OF AND PARALLEL WITH SAID NORTH AND SOUTH QUARTER SECTION LINE; THENCE SOUTH ON SAID PARALLEL LINE, FOR A DISTANCE OF 410.34 FEET TO A POINT IN THE NORTH LINE OF ADDISON STREET; THENCE EAST ALONG SAID NORTH LINE OF ADDISON STREET FOR A DISTANCE OF 447.00 FEET TO THE PLACE OF BEGINNING, IN COOK COUNTY, ILLINOIS

04080637

PROPERTY ADDRESS:
11440 N. ADDISON ST.
FRANKLIN PARK, IL

P.I.N. : 12-19-400-056

(PROP. #6)

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11/10/2011

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STATE OF New York
COUNTY OF New York ss.:

On the 15th day of December, 1994, before me personally came SANFORD YOSOWITZ, to be known, who being by me duly sworn, did depose and say that he resides at 285 Larchmont Dr., Beavercreek, Ohio; that he is the Vice President of ALCAN ALUMINUM CORPORATION, an Ohio corporation, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by authority of the board of directors of said corporation.


Notary Public

MARGARET ANNE BROADDUS
Notary Public, State of New York
No. 31-5026601
Qualified in New York County
Certificate Filed in New York County
Commission Expires April 2, 1996

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STATE OF New York)
COUNTY OF New York) ss.:

On the 15th day of December, 1994, before me personally came D. J. Kercy, to be known, who being by me duly sworn, did depose and say that he resides at 926 Buccwood Dr, Warren Ohio 44484; that he is the Assistant Secretary of ALCAN ALUMINUM CORPORATION, an Ohio corporation, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by authority of the board of directors of said corporation.

Margaret Anne Broadus
Notary Public

MARGARET ANNE BROADDUS
Notary Public, State of New York
No. 31-5028601
Qualified in New York County
Commission Expires April 25, 1996

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STATE OF New York)
) ss.:
COUNTY OF New York

On the 15th day of December, 1994, before me personally came MARK E. BANDOEN, to be known, who being by me duly sworn, did depose and say that he resides at 50 Ashfield Rd., Atherton, CA; that he is the PRESIDENT of GENTEK BUILDING PRODUCTS, INC., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by authority of the board of directors of said corporation.

Cheryl R. Calaycay
Notary Public

CHERYLL R. CALAYCAY
Notary Public, State of New York
No. 31-5027574
Qualified in New York County
Certificate Filed in New York County
Commission Expires May 8, 1996

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STATE OF New York)
COUNTY OF New York) ss.:

On the 15th day of December, 1994, before me personally came Daniel J. BOVERMAN, to be known, who being by me duly sworn, did depose and say that he resides at 1116 Walsey Blvd., Foster City, CA; that he is the SECRETARY of GENTEK BUILDING PRODUCTS, INC., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by authority of the board of directors of said corporation.

Cheryl R. Galaviz
Notary Public

CHERYL R. GALAVIZ
Notary Public, State of New York
No. 51,229,914
Qualified in New York County
Commission Expires May 8, 1996

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CLERK OF THE COUNTY CLERK
OF COOK COUNTY
CHICAGO, ILLINOIS

11/15/2011 10:00 AM

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Schedule 1 Lease

Lease, dated July 17, 1992, between Corm Associates Limited Partnership (successor in interest to Curto Reynolds Oelerich Inc.), as Landlord, and Alcan Building Products, a division of Alcan Aluminum Corporation, as Tenant, and the lease was extended to May 31, 1996, by letter, dated August 27, 1993. for the property located at 11440 West Addison Street, Franklin Park, Illinois.

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