Box 39

WARRANTY DEED

(CORPORATE FORM)

BOOK 6926 PAGE 34

ADDRESS NEW OWNER(S) AS FOLLOWS:	SEND TAX BILLS TO:	MAP PARCEL NUMBERS
GAF Building Materials Corp. (NAME)	GAF Building Materials Corp. (NAME)	Part of
1361 Alps Road (STREET ADDRESS OR ROUTE NUMBER)	1361 Alps Road (STREET ADDRESS)	Map 106-9
Wayne NJ 07470 (CITY) (STATE) (ZIP)	Wayne NJ 07470 (CITY) (STATE) (ZIP)	Parcel 26

FOR AND IN CONSIDERATION of the sum of TEN ($10.00) Dollars and other valuable consideration ~~XXXX~~ *Dollars,*

GAF CORPORATION, a Delaware Corporation with a principal place of business at 1361 Alps Road, Wayne, New Jersey (the "Grantor"),

has bargained and sold, and does hereby transfer and convey unto the said

GAF BUILDING MATERIALS CORPORATION, a Delaware Corporation with an office address at 1361 Alps Road, Wayne, New Jersey (the "Grantee") its *(successors), heirs and assigns,*

certain real estate in Davidson *County, Tennessee, as follows:,*

All that parcel or lot of land more fully described in Exhibit A attached hereto and made a part hereof, and subject to the matters shown on said Schedule A.

23694

IDENTIFICATION REFERENCE

JUL 23 | 02 PM '86

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

*This transfer was made pursuant to a corporate reorganization and no consideration was exchanged between the parties, therefore, no transfer tax is due on this deed.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value whichever is greater, for this transfer is $ *

Subscribed and sworn to before me, this the 1st day of July 19 86

Affiant

My commission expires: July 26, 1989 (Affix Seal)

Notary Public

NOTARY PUBLIC NEW JERSEY

unimproved ( )

This is improved (X) property, known as ..... (House Number) (Street) P. O. Address: (City or Town)

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest belonging to the said

GAF CORPORATION its

(successors),

and *assigns forever. Grantor covenants that it is lawfully seized and possessed of said real estate in fee simple, has a good right to convey it, and that the same is unencumbered,* except as set forth in Exhibit A annexed hereto

Grantor further covenants and binds itself, its successors and representatives, to warrant and forever defend the title to said real estate to said

Grantee its

(successors), heirs and assigns, against the lawful claims of all persons.

Witness hand this first *day of* July, 19 86, *the corporate party, having caused its name to be signed hereto by its duly authorized officers on said day and date.*

GAF CORPORATION

By: James T. Shannon

Vice Chairman

Witness:

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ACKNOWLEDGEMENT

STATE OF New Jersey)
) ss.:
COUNTY OF Passaic)

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared James T. Sherwin with whom I am personally acquainted, or proved to me on the basis of staisfactory evidence, and who, upon oath, acknowledged himself to be the Vice Chairman of GAF Corporation, the within named bargainor, a corporation, and that he as such Vice Chairman, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as such.

Witness my hand this first day of July, 1986.

SHIRLEE KOZELL NOTARY PUBLIC NEW JERSEY

Shirlee Kozell
Notary Public

My commission expires

SHIRLEE KOZELL
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires July 26, 1989

EXHIBIT A

BEGINNING at a point in the west margin of Polk Avenue at th southeast corner of the L & N Railroad property; thence with the westerly margin of Polk Avenue around a curve which has a radius of 984.93 feet southeasterly 23.62 feet to a point; thence with the westerly margin of Polk Avenue South 19° 49' 57" west 340.67 feet to the beginning of a curve; thence around said curve which has a radius of 16.00 feet southwesterly 29.79 feet to a point in the northerly margin of Fiberglass Road; thence with the northerly margin of Fiberglass Road north 53° 30' 00" west 662.42 feet to the beginning of a curve; thence around said curve which has a radius of 392.62 feet northwesterly 328.24 feet to a point in the easterly margin of Fiberglass Road; thence with the easterly margin of Fiberglass Road North 5° 36' 00" West 212.36 feet to a point; thence south 88° 01' 00" West 50.44 feet to a point; thence south 5° 36' 00" east 456.39 feet to a point, said point being in the northerly boundary of the L & N Railroad south right of way; thence with said right of way boundary north 53° 30' 00" west 1,706.54 feet to a point; thence north 6° 41' 00" east 34.58 feet to a point in the southerly boundary of the L & N Railroad north right of way; thence around a curve with a radius of 1,985.08 feet easterly 226.92 feet to a point; thence north 6° 21' 05" east 25.00 feet to a point thence around a curve which has a radius of 1,960.08 feet easterly 175.09 feet to a point; thence south 88° 46' 00" east 233.98 feet to a point; thence around a curve with a radius of 1,860.08 feet easterly 1,393.54 feet to a point; thence south 44° 09' 30" west 50.00 ft. to a point; thence around a curve which has a radius of 1,810.08 feet southeasterly 662.99 feet to the point of beginning.

LESS AND EXCEPT THE FOLLOWING:

PARCEL "1"

Beginning at a point in the west margin of Polk Avenue at the southeast corner of the L & N Railroad property; thence with the westerly margin of Polk Avenue around a curve which has a radius of 984.93 feet southeasterly 23.55 feet to a point; thence with the westerly margin of Polk Avenue S 19° 04' 30" W, 340.84 feet to the beginning of a curve; thence around said curve which has a radius of 18,587 feet south westerly 35.10 feet to a point in the northerly margin of Fiberglass Road; thence with the northerly margin of Fiberglass Road N 52° 44' 32" W, 662.42 feet to the beginning of a curve; thence around said curve which has a radius of 392.62 feet northwesterly 2.38 feet to a point in the northerly margin of Fiberglass Road; thence N 20° 17' 50" E, 226.63 feet to a point; thence S 87° 04' 34" E, 185.58 feet to a point; thence N 6° 00' 39" E, 204.55 feet to a point; thence N 89° 35' 05" E, 77.13 feet to

EXHIBIT A (cont.)

a point in the southerly boundary of the L & N Property; thence around a curve which has a radius of 1,810.08 feet southeasterly 556.72 feet to a point of beginning containing 6.74 acres more or less. This property being a portion of the same property conveyed to GAF Corporation from Reichhold Chemicals Inc. by Deed dated May 7, 1985 and recorded in Book 6553, Page 962, Register's Office of Davidson County, Tennessee. Said property being the same property as conveyed to C.B. Rollins, Jr., David L. Rollins and Mary Ann Devor from GAF Corporation dated December 2, 1985. Portions of this description are derived from survey prepared by John Kohl & Company dated March 8, 1985 and Property Plot prepared by Joe Charles Wilson dated November 7, 1985.

PARCEL "2"

Beginning at a point in the northerly margin of Fiberglass Road said point being the south western most corner of Parcel #1; thence around a curve which has a radius of 392.62 feet north westerly 258.25 feet to a point in the north easterly margin of Fiberglass Road; thence N 78° 49' 01" E, 112.88 feet to a point; thence N 3° 30' 40" W, 241.72 feet to a point; thence N 87° 00' 45" E, 71.78 feet to a point; thence N 3° 03' 32" W, 285.02 feet to a point in the southerly boundary of L & N Railroad property; thence around a curve which has a radius of 1860.08 feet easterly 395.63 feet to a point; thence S 44° 09' 30" W, 50.00 feet to a point; thence around a curve which has a radius of 1810.08 feet south easterly 106.55 feet to a point in the south westerly boundary of L & N property; thence S 89° 35' 05" W, 77.13 feet to a point; thence S 6° 00' 39" W, 204.55 feet to a point; thence N 87° 04' 34" W, 185.58 feet to a point; thence S 20° 17' 50" W, 226.63 feet to the point of beginning containing 3.82 acres more or less. This property being a portion of the same property conveyed to GAF Corporation from Reichhold Chemicals Inc. by Deed dated May 7, 1985 and recorded in Book 6553, Page 962, Register's Office of Davidson County, Tennessee. This property being the same property as conveyed to William Jennings Hayes, Jr. and William Jennings Hayes, III from GAF Corporation by Deed dated . Portions of this description are derived from survey prepared by John Kohl & Company, dated March 8, 1985 and Section one of GAF Subdivision Map prepared by Joe Charles Wilson dated November 25, 1985.

This conveyance is subject to real estate taxes, ad valorem taxes and such other taxes as may be assessed against the above-described property for 1986 and subsequent years, easements, covenants, conditions, reservations and restrictions of record.

WARRANTY DEED

FROM

GAF CORPORATION

TO

GAF BUILDING MATERIALS

CORPORATION

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This instrument prepared by:
James J. Thomas, Esq.
Windels, Marx, Davies & Ives
51 West 51st Street
New York, New York 10019

Record and Return to:
GAF BUILDING MATERIALS CORP.
1361 Alps Road
Wayne, New Jersey 07470
Attention: Arthur Dresner

Compliments of

Chicago Title Insurance Company
101 North Main Street
Memphis, Tennessee 38103