This Instrument Was Prepared By:
Kelley Hinsley, Attorney
P.O. Box 663
Morristown, Tennessee 37815

PREPARATION OF THIS DOCUMENT DOES NOT IMPLY ANY REPRESENTATIONS BY THE PREPARER CONCERNING THE TITLE TO THE DESCRIBED REALTY.

105-12

67

QUITCLAIM DEED

This instrument was made and entered into on this the 1st day of January, 1997, by and between Building Materials Corporation of America, a Delaware Corporation with an office address at 1361 Alps Road, Wayne, New Jersey, First Party, and GAF Fiberglass Corporation, a Delaware Corporation, with an office address at 1361 Alps Road, Wayne, New Jersey, Second Party.

WITNESSETH

That for and in consideration of the sum of One Dollar ($1.00), cash in hand paid, the receipt of which is hereby acknowledged, the First Party conveys and quitclaims unto the Second Party, all of their right, title and interest in and to the following described real estate, to-wit:

SITUATED, LYING AND BEING in the 6th Civil District of Davidson County, Tennessee, and being more particularly described as follows:

BEGINNING at a point in the northerly right-of-way of Fiberglass Road, said point located 936.21 feet northwesterly along said right-of-way from the westerly turn-out of said Fiberglass Road and Polk Avenue, said point of BEGINNING being the southwest corner of the GAF Subdivision, as recorded in Plat Book 6050, page 239, Register's Office for Davidson County, Tennessee; thence with said right-of-way of Fiberglass Road, along a curve to the right, having a radius of 392.64 feet, a distance of 54.54 feet to a point; thence continuing along said right-of-way North 5 deg. 36 min. 00 sec. West 212.69 feet to a point; thence North 88 deg. 01 min. 00 sec. West 50.44 feet to a point; thence South 5 deg. 36 min. 00 sec. East 456.39 feet to a point in the northerly right-of-way of the L & N Railroad; thence along said railroad right-of-way North 53 deg. 30 min. 00 sec. West 1706.54 feet to a point; thence continuing along said right-of-way North 6 deg. 41 min. 00 sec. East 34.58 feet to a point; thence along a curve to the left, having a radius of 1985.08 feet, a distance of 226.92 feet to a point; thence North 6 deg. 21 min. 05 sec. East 25 feet to a point; thence along a curve to the left, having a radius of 1960.08 feet, a distance of 175.09 feet to a point; thence South 88 deg. 46 min. East 233.98 feet to a point; thence along a curve to the right, having a radius of 1860.08 feet, a distance of 997.90 feet to a point at the northwest corner of the aforesaid GAF Subdivision; thence leaving said railroad right-of-way South 3 deg. 3 min. 32 sec. East 280.18 feet to a point; thence South 87 deg. 00 min. 45 sec. West 72.41 feet to a point; thence South 2 deg. 47 min. 08 sec. East 241.75 feet to a point; thence South 78 deg. 49 min. 01 sec. West 133.30 feet to the point of BEGINNING.

BEING the same property conveyed to Building Materials Corporation of America, a Delaware Corporation by deed of GAF Building Materials Corporation, a Delaware Corporation, dated January 31, 1994 and recorded in Deed Book 9272, page 162 in the Register's Office for Davidson County, Tennessee.

This transfer was made pursuant to a conveyance of the property from one wholly owned subsidiary to another wholly owned subsidiary and no consideration was exchanged between the parties, therefore, no transfer tax is due on this deed.

The purpose of this instrument is to convey the interest of the First Party herein to the above-described real estate.

In testimony whereof, the First Party has hereunto set their signature this the day and date first above written.

Building Materials Corporation of America

By: Mark A Prusto

Title: Vice President

STATE OF New Jersey

COUNTY OF Passaic

BOOK 10311 PG 39

Before me, a Notary Public of the state and county aforesaid, personally appeared Mark A. Prusto, with whom I am personally acquainted, and who upon oath, acknowledged themselves to be Vice President, respectively of Building Materials Corporation of America, a Delaware corporation, the within named bargainor, and that they as such Vice President and being duly authorized so to do, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation as Vice President.

Witness my hand and seal this 1st day of January, 1997.

SHELLEY A. SORKIN SCHICK
A NOTARY PUBLIC OF NEW JERSEY
My Commission Expires June 29, 1998

Shelley A Sorkin Schick
Notary Public

My commission expires: _____

SHELLEY A SORKIN SCHICK NOTARY PUBLIC

AFFIDAVIT OF VALUE

STATE OF New Jersey

COUNTY OF Passaic

Mark A. Prusto, who after being duly sworn according to law, deposes and says pursuant to Tennessee Code Annotated sec. 67-4-409 (a)(6) that he is the Vice President of GAF Fiberglass Corporation, a Delaware Corporation, the party of the second part herein, that the actual consideration for the transfer of the herein described freehold estate was $0.

Further deponent sayeth not.

Mal A Prusto
Deponent

STATE OF New Jersey

COUNTY OF Passaic

On this 1st day of January 1997, before me personally appeared Mark A. Prusto to me known to be the person described in and who executed the foregoing Affidavit of Value, and acknowledged that he executed the same in behalf of the corporation being duly authorized so to do as its Vice President.

WITNESS my hand, at office, this 1st day of January 1997

Shelley A Sorkin Schick
Notary Public

My Commission Expires: _____

SHELLEY A SORKIN SCHICK
A NOTARY PUBLIC OF NEW JERSEY
My Commission Expires June 29, 1998

0261637

IDENTIFICATION REFERENCE

97 JAN -6 AM 9:46

REGISTER'S OFFICE
DAVIDSON COUNTY, TN.

PERSON(S) OR AGENCY RESPONSIBLE FOR THE PAYMENT OF TAXES:

NAME GAF Fiberglass Corporation

ADDRESS 1361 ALPS ROAD, WAYNE, NJ 07470

Attention: Tax Dept.

Record and return to:

GAF Fiberglass Corporation
1361 Alps Road
Wayne, New Jersey 07470

Attn: Nandita Banerjee

Mail

REC'D 10311 PG 40

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