

FILED
GREENVILLE CO. S. C.

APR 13 10 49 AM 1963 D E E D

CLERK OF SUPERIOR COURT
GREENVILLE S. C.

STATE OF SOUTH CAROLINA
COUNTY OF GREENVILLE

WHEREAS, by Agreement and Plan of Reorganization dated January 17, 1963 (herein called the "Agreement") between Zonolite Company (formerly Universal Zonolite Insulation Company), a Montana corporation (herein sometimes called "Zonolite"), and W. R. Grace & Co., a Connecticut corporation (herein sometimes called "Grace"), Zonolite, subject to the approval of the holders of at least two-thirds (2/3) of the whole number of the outstanding shares of its common stock, agreed to transfer and convey substantially all of its assets unto Grace in exchange for certain shares of the common stock of Grace as set forth in the Agreement; and

WHEREAS, at a meeting duly called and held for such purpose, the holders of the requisite number of shares of the common stock of Zonolite have approved the transfer and conveyance of substantially all the assets of Zonolite to Grace pursuant to the Agreement, all in accordance with the laws of the State of Montana; and

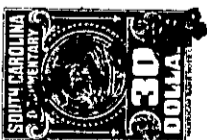
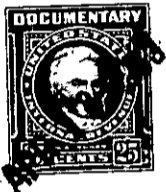
WHEREAS, this deed is one of several deeds and other written instruments delivered contemporaneously herewith by Zonolite to transfer and convey substantially all of its assets to Grace in accordance with the Agreement.

KNOW ALL MEN BY THESE PRESENTS THAT:

ZONOLITE COMPANY, a Montana corporation, duly authorized to do business in the State of South Carolina, in consideration

(CONTINUED ON NEXT PAGE)

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