

HBP ACQUISITION LLC
a subsidiary of
**BUILDING MATERIALS CORPORATION OF
AMERICA
AND
GAF MATERIALS CORPORATION**

has acquired

**HEADRICK BUILDING PRODUCTS, INC.
HEADRICK MANAGEMENT CORPORATION**

*The undersigned was pleased to act as counsel for
the Sellers*

WELCH SPELL, PC
Atlanta, GA
October 2005

Welch Spell, PC
The Proscenium
1170 Peachtree Street, Suite 1750
Atlanta, GA 30309-7675
(404) 892-2100 ph (404) 875-0798 fax
www.welchspell.com