

RECORDING FEE 5.00
AUDITOR'S FEE 25
STATE DOC. STAMPS 6318.00
COUNTY STAMPS 3474.90

BOOK A623 PAGE 97

STATE OF SOUTH CAROLINA

BERKELEY COUNTY

TO ALL WHOM THESE PRESENT MAY COME:

QUIT CLAIM
DEED

25th
October 1985
2
PAGE 976
William G. Heller
Berkeley County, S.C.

WHEREAS: UNIROYAL, INC.

SEND GREETING:

AFFIDANT FILED 10-25-85 AMOUNT 3,159,000.00
BERKELEY COUNTY

NOW, KNOW ALL MEN BY THESE PRESENTS, That the said
UNIROYAL, INC. in consideration of the premises and also in
consideration of the sum of Ten and No/100 (\$10.00) Dollars
to it in hand paid at and before the sealing and delivery of
these presents by UNIROYAL POWER TRANSMISSION COMPANY, INC.,
(the receipt whereof is hereby acknowledged) has remised,
released and forever quit-claimed, and by these presents
does remise, release and forever quit-claim unto the said
UNIROYAL POWER TRANSMISSION COMPANY, INC., its successors
and assigns the following described real property, to-wit:

ALL that certain piece, parcel or tract of land, together
with the buildings and improvements thereon, situate, lying
and being in the County of Berkeley, State of South
Carolina, containing thirty-two and ten hundredths (32.10)
acres, more or less, and being bounded on the North by
property of the South Carolina Public Service Authority; on
the Northeast by property of the South Carolina Public
Service Authority; on the East by the right-of-way of
Atlantic Coast Line Railroad; on the South by U. S. Highway
#17-A (formerly Highway 64) and by property of the South
Carolina Public Service Authority; and on the West by
property of the South Carolina Public Service Authority.
The tract herein conveyed is more fully shown on the map
attached to the deed of South Carolina Public Service
Authority to Berkshire Woolen Company entitled, "Map of
32.10 acres to be conveyed to Berkshire Woolen Company"
dated January 27, 1955, and being drawing No. E-1119, which
map is hereby incorporated as a part of this description by
reference, and is recorded in the Office of the Clerk of
Court for Berkeley County, South Carolina, in Plat Book "L"
at page "52". The boundary line of the property herein
conveyed is indicated on said map by the words "Property
Line". Said boundary line along the northerly portion of
the property follows the edge of the "Artificial Lake" to
the extent indicated on map hereinbefore referred to.

BEING the same properties conveyed to William Heller, Inc.,
a Corporation by deed from Branch River Wool Combing
Company, Inc., a Corporation dated October 4, 1963, recorded
in the Office of the Berkeley County R.M.C., in Book A-132,
at Page 139; the said William Heller, Inc., a Corporation
having merged with Uniroyal, Inc., by merger agreement.

05
TMS #142-04-02-054

Grantee's Address: Benson Road
Middlebury, Conn. 06749

RECORDED THIS 28th DAY
OF October 1985
ASSESSOR, BERKELEY COUNTY, S.C.

RECORDED
TIME 2:53 PM
DATE 10-25-85
R. J. Mitchell
RMC BERKELEY COUNTY

TOGETHER with all and singular the rights, members, hereditaments and appurtenance to the said premises belonging or in anywise incident or appertaining:

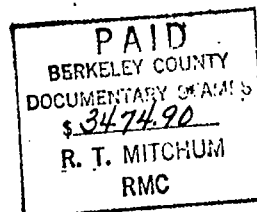
TO HAVE AND TO HOLD all and singular the said premises before mentioned unto the said UNIROYAL POWER TRANSMISSION COMPANY, INC. its successors and assigns, forever--so that neither it the said Uniroyal, Inc. nor its successors or assigns, nor any other person or persons, claiming under it or them, shall at any time hereafter, by any way or means, have, claim or demand any right or title to the aforesaid premises or appurtenances, or any part of parcel thereof, forever.

Witness the hand of John R. Graham and the seal of the corporation this 21st day of October in the year of our Lord one thousand nine hundred and eighty-five and in the two hundred and tenth year of the Sovereignty and Independence of the United States of America.

UNIROYAL, INC.

Signed, Sealed and Delivered }
in the presence of } By: John R. Graham
its: Vice President

Pauline Rosado ATTEST: W.J. Palmer (L.S.)
its: Secretary



THE STATE OF CONNECTICUT
COUNTY OF NEW HAVEN

PERSONALLY appeared before me David J. O'Boyle
who, on oath, says that he saw the within named UNIROYAL, Inc.
by John R. Graham its Vice
President sign the within Deed, and W.J. Palmer
its Secretary attest the same, and the said
Corporation, by said officers, seal said Deed, and, as its
act and deed, deliver the same, and that he with Pauline Rosas
witnessed the execution thereof.

David J. O'Boyle

SWORN to before me this 22nd day of October A.D., 1985.

Margaret C. O'Reilly (SEAL)
NOTARY PUBLIC, CONNECTICUT
My Commission Expires: My Commission Expires Mar. 31, 1990

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SOUTH CAROLINA TAX COMMISSION
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EXTRACT FROM MINUTES OF MEETING OF THE BOARD OF DIRECTORS OF
UNIROYAL, INC., HELD OCTOBER 3, 1985

EXECUTION OF CONTRACTS AND OTHER DOCUMENTS

Upon motion, duly made and seconded, it was

VOTED: That, effective September 25, 1985, the Chairman, President and Chief Executive Officer (namely, Joseph P. Flannery), and the Vice President, Finance and Chief Financial Officer (namely, John R. Graham), be, and each of them hereby is, authorized, in the name and on behalf of the Company, to enter into any contract or to execute and deliver any instrument necessary or proper in connection with the affairs of the Company, and in the usual course of its business, and in connection therewith, to pledge the credit of the Company, to purchase, sell, lease or convey assets or rights affecting assets, to execute powers of attorney, and to compromise or settle any claim, action, suit or proceeding by or against the Company; and it was

FURTHER VOTED: That, effective September 25, 1985, the Chairman, President and Chief Executive Officer (namely, Joseph P. Flannery), and the Vice President, Finance and Chief Financial Officer (namely, John R. Graham), be, and each of them hereby is, authorized to delegate to any other officer, employee or agent of the Company, the authority, or any part thereof, granted to him by the Board of Directors or the Executive Committee to enter into any contract or to execute and deliver any instrument in the name and on behalf of the Company, any such delegation to be specific, and to be subject to such limitations and restrictions, as the person making such delegation shall determine; and it was

FURTHER VOTED: That any officer, employee or agent of the Company to whom authority has been delegated by the Chairman, President and Chief Executive Officer (namely, Joseph P. Flannery), and the Vice President, Finance and Chief Financial Officer (namely, John R. Graham), to enter into any contract or to execute or deliver any instrument in the name and on behalf of the Company, be, and he hereby is, authorized to delegate, within the limitations and restrictions prescribed by the said Chairman, President and Chief Executive Officer, or the Vice President, Finance and Chief Financial Officer, such authority to any other person under his supervision to enter into any contract or to execute and deliver any instrument in the name and on behalf of the Company, any such delegation to be specific and to be subject to such limitations and restrictions as the person making such delegation shall determine; and it was

EXTRACT FROM MINUTES OF MEETING OF THE BOARD OF DIRECTORS OF
UNIROYAL, INC., HELD OCTOBER 3, 1985

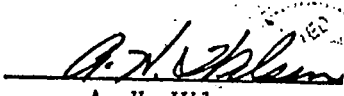
EXECUTION OF CONTRACTS AND OTHER DOCUMENTS (CONT'D)

FURTHER VOTED: That, effective September 25, 1985, any delegation of authority, made pursuant to the next two preceding resolutions to enter into any contract or to execute and deliver any instrument shall be made by a written instrument of delegation, one copy of which shall be delivered to the person to whom such authority is delegated, and another copy of which shall be delivered to the Secretary of the Company, and in which it shall be stated what authority is delegated and what limitation or restriction, if any, is imposed upon such authority by the person making such delegation.

I HEREBY CERTIFY that the foregoing is a true and correct extract from the minutes of a meeting of the Board of Directors of UNIROYAL, Inc., held October 3, 1985, at which meeting a quorum was present and acting throughout.

I FURTHER CERTIFY that said resolutions and the authority thereby granted are in full force and effect and have not been modified or revoked.

WITNESS my hand and the seal of said UNIROYAL, Inc.,
this 21st day of October, 1985.


A. H. Wilson
Assistant Secretary