YOUR VOTE IS IMPORTANT

PLEASE DATE, SIGN AND RETURN THE ENCLOSED WHITE PROXY PROMPTLY.

Notice of Annual Meeting April 29, 1985 and Proxy Statement

GAF

GAF Corporation

G A F CORPORATION
1361 ALPS ROAD
WAYNE, NEW JERSEY 07470

SAMUEL J HEYMAN
CHAIRMAN AND CHIEF EXECUTIVE OFFICER

March 27, 1985

FELLOW SHAREHOLDERS:

You are cordially invited to attend GAF's Annual Meeting of Shareholders to be held at the Chase Manhattan Bank auditorium, One Chase Manhattan Plaza, New York City at 10:00 A.M. on April 29, 1985.

The enclosed notice and proxy statement will furnish you with complete information concerning the business to come before the meeting. The Company's 1984 Annual Report has also been provided.

I look forward to personally greeting you at the meeting as well as reviewing for you at that time the actions we have taken in our first full year in office.

Sincerely,

SAMUEL J. HEYMAN
Chairman of the Board
and Chief Executive Officer

GAF Corporation

NOTICE OF ANNUAL MEETING

To Be Held April 29, 1985

The Annual Meeting of Shareholders of GAF Corporation will be held Monday, April 29, 1985 at 10:00 A.M. at the auditorium of the Chase Manhattan Bank, N.A., One Chase Manhattan Plaza, New York, New York 10081, for the following purposes:

1. To elect 11 directors;
2. To act on a shareholder proposal to limit the term of office of outside Directors;
3. To act on a shareholder proposal to adopt cumulative voting; and
4. To transact such other business as may properly come before the meeting.

The Board of Directors has fixed the close of business on March 18, 1985 as the record date for determination of shareholders entitled to notice of and to vote at the meeting.

A list of shareholders entitled to vote at the meeting will be open to the examination of any shareholder, for any purpose germane to the meeting, at the offices of the Corporation, 1180 Avenue of the Americas, New York, New York 10020, during ordinary business hours for ten days prior to the meeting.

By Order of the Board of Directors

EDWARD E. SHEA
Secretary

Wayne, New Jersey
March 27, 1985

Return of your signed proxy is the only way your shares can be counted unless you personally cast a ballot at the meeting. No matter how many shares you hold, your proxy vote is important.

PLEASE INDICATE YOUR VOTING INSTRUCTIONS ON THE ENCLOSED PROXY CARD AND SIGN, DATE AND RETURN IT IN THE ENVELOPE PROVIDED, WHICH NEEDS NO POSTAGE IF MAILED IN THE UNITED STATES.

PROXY STATEMENT

GAF Corporation
1361 Alps Road
Wayne, New Jersey 07470

ANNUAL MEETING OF SHAREHOLDERS

This proxy statement is furnished to shareholders by the Board of Directors of GAF Corporation (the "Corporation" or "GAF") for solicitation of proxies to be voted at the Annual Meeting of Shareholders to be held on Monday, April 29, 1985, and at any adjournment thereof.

The Board of Directors has set March 18, 1985, as the Record Date for determination of shareholders entitled to notice of, and to vote at, the meeting. As of the close of business on the Record Date, there were outstanding 16,076,458 shares of the Corporation's Common Stock and 969,674 shares of its $1.20 Convertible Preferred Stock. Holders of record of shares of each such class, voting together and not as classes, are entitled to one vote for each share held by them as of the Record Date on any matter which may properly come before the meeting.

Shares represented by a valid unrevoked proxy will be voted at the meeting, or any adjournment thereof, as specified therein by the person giving the proxy. If no specification is made, the shares represented by such proxy will be voted (1) FOR the election of the Board of Directors' nominees as Directors, (2) AGAINST the shareholder proposal to limit the term of office of outside Directors, (3) AGAINST the shareholder proposal to adopt cumulative voting, and (4) in the discretion of the persons named as proxies, on such other matters as may properly come before the meeting. Proxies may be revoked by the person executing the same at any time before the authority thereby granted is exercised by execution of a later dated proxy, by delivery to and receipt by the Corporation's Secretary of written notice to such effect, or by attending the meeting and voting in person.

This statement and the proxies solicited hereby are being first sent or delivered to shareholders on or about March 28, 1985.

Proposal No. 1

ELECTION OF DIRECTORS

Eleven Directors are to be elected to serve until the next annual meeting and until their successors are elected and have qualified. It is the intention of the persons named in the accompanying form of proxy to vote FOR the election as Directors of the persons named below as nominees, unless the shareholder otherwise specifies in the proxy. If any of such nominees should be unable to serve for any reason, which management does not anticipate, it is intended that proxies will be voted for the election of such other persons as shall be designated by the Board of Directors.

Nominees

The following persons, all of whom are currently Directors of the Corporation, have been nominated for election as Directors by the Nominating Committee of the Board. The information presented below with respect to each nominee has been furnished by that nominee. All present Directors have served the Corporation as Directors since December 13, 1983, except James T Sherwin who served from June 1974-May 1983 and has served since May 1984 and Harold C Simmons who has served since April 30, 1984. All present Directors were elected to serve until the next annual meeting and until their successors were elected and qualified. No family relationship exists between any of the Directors, nominees or officers.

Robert C. Wilson who is currently a Director of the Corporation has decided not to stand for reelection. The Corporation wishes to thank Mr. Wilson for the dedicated manner in which he performed his duties during the seventeen months he served as a Director and to recognize the contribution he made to the successful turnaround of the Corporation by new management.

Daniel T. Carroll **Age 59**

Chairman of the Board and President, The Carroll Group, Inc. (management consulting) (1982-Present); President, Chief Executive Officer and Director, Hoover Universal, Inc. (manufacture of automotive and industrial products) (1980-1982); President, Gould, Inc. (manufacture of electrical and electronic equipment) (1975-1980); Director of Combined International Corporation, Conrac Corporation, Diebold, Inc., Wolverine World Wide, Inc., Michigan National Corporation and A.M. Castle & Co.

Dr. Jacob E. Goldman **Age 63**

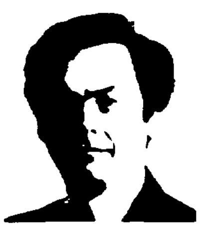
Chairman of the Board, Cauzin Systems Inc. (manufacturer of personal computer accessories) (1984-present), President, Medisystems Management Co. (development of medical instruments) (1982-present); Consultant (1982-Present), Senior Vice President and Chief Scientist (1978-1982), Senior Vice President, Research and Development (1968-1978) and Director (1970-1982), Xerox Corporation (development and production of reprographic equipment and other products); President, GB Energy Systems, Inc. (1978-Present) (high technology research and development ventures); Director of General Instrument Co., Burndy Corporation, Comtex Scientific Co., Electronic Mail Corp. of America and Intermagnetics General Corp.

Samuel J. Heyman **Age 46**

Chairman of the Board and Chief Executive Officer, GAF Corporation (December 1983-Present); Chief Executive Officer, Manager and General Partner of closely-held real estate development companies and partnerships (1968-Present); Chief Assistant United States Attorney, New Haven Division, District of Connecticut (1967-1968).

Sanford Kaplan **Age 68**

Private investor and consultant (1977-Present); Senior Vice President and Director, Xerox Corporation (development and production of reprographic equipment and other products) (1969-1977); Director of MicroPro International Corporation (development of software products for mini-computer industry) (1984), Whittaker Corp. (metal, chemical and life services products and services) (1972-Present), Intel Corp. (design and production of advanced semiconductor components and systems) (1974-Present), Cordura Corp. (information gathering and employee cost control benefit services) (1973-Present), Yardney Corp. (manufacture and sale of high-energy-density battery systems and products) (1974-Present), Standun, Inc. (production of specialized machinery and equipment) (1977-Present), Wells Benrus Corp. (manufacturer and sale of precision mechanical parts) (1973-Present), Silicon Systems, Inc. (design and manufacture of custom made circuits) (1983-Present) and Daisy Systems Corp. (design and production of computer-aided engineering systems) (1983-Present).



William P. Lyons **Age 43**

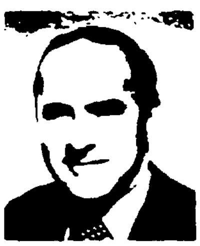
President, William P. Lyons & Co., Inc. (investment banking and financial consulting) (1975-Present); Professor (Adjunct) (1984-Present), Associate Professor (Adjunct) (1979-1984) and Lecturer (1973-1979), Yale University School of Organization and Management; Director of Lydall, Inc. and LMH, Ltd.

Scott A. Rogers, Jr. **Age 67**

Consultant (1984-Present); Chairman, Chief Executive Officer, President and Director, Publishers Equipment Corp. (engineering and manufacturing of offset printing equipment) (1981-1983); President and Director, General Portland, Inc. (production of cement and construction aggregates) (1979-1981); President and Director (1976-1979) and Chief Executive Officer (1978-1979), Medusa Corporation (production of cement, brick and construction aggregates); Director of Parker Hannifin Corporation (manufacture of fluid power components) and Stauffer Chemical Company (manufacture of chemicals).

Edward E. Shea **Age 52**

Senior Vice President, General Counsel and Secretary, GAF Corporation (June 1984-Present); Partner (January-June 1984) and Counsel (1982-1983), Windels, Marx, Davies & Ives (attorneys); Professor (Adjunct), Finance Department, Graduate School of Business, Pace University (1982-Present); Chairman of the Board and General Counsel, Reichhold Chemicals, Inc. (manufacture of synthetic resins, basic chemicals and related products) (1972-1981).



James T. Sherwin **Age 51**

Vice Chairman and Chief Administrative Officer, GAF Corporation (May 1984-Present); Executive Vice President and Chief Financial Officer, Triangle Industries, Inc. (manufacture of vending machines, currency changers, juke boxes and copper insulated wire) (June 1983-May 1984); Executive Vice President—Finance (1974-May 1983), Group Vice President—Photography (1971-1974), General Manager—European Operations (1969-1971), Attorney and Associate Counsel (1960-1969), GAF Corporation. Mr. Sherwin, a Director of the Corporation from 1974 to May 1983, was reelected as a Director on May 21, 1984 by the Directors to fill a vacancy pursuant to the terms of an employment contract between Mr. Sherwin and the Corporation which expires on May 20, 1986.

Harold C. Simmons **Age 53**

President and Director, Contran Corporation (diversified holding company engaged through its subsidiaries in real estate, oil and gas, manufacturing, forest products and sugar production) (1968-Present); Chairman of the Board, Chief Executive Officer and Director, National City Lines, Inc. (diversified holding company engaged through its subsidiaries in real estate, oil and gas, manufacturing, forest products and sugar production) (1980-Present); Chairman of the Board, Chief Executive Officer and Director, T.I.M.E.-DC, Inc. (trucking) (1980-Present); Chairman of the Board (1983-Present) and Director, LLC Corporation (engaged through subsidiaries in restaurant and finance businesses); Director, National-Standard Company (manufacture of wire products, machinery and other metal products). Mr. Simmons was nominated for election as a Director of GAF for the term expiring on April 29, 1985 pursuant to the terms of an agreement between Mr. Simmons and the Corporation. The agreement has since been terminated, and Mr. Simmons' nomination for election for a second term as Director is not pursuant to any arrangement or understanding between him and any other person.

William Spier **Age 50**

Private Investor (1982-Present); Vice Chairman of the Board and Director, Phibro Salomon Inc. (commodities and securities) (1981-1982); Senior Official in European Division, Philipp Brothers Inc. (marketing of commodities) (1980-1981); Executive Vice President (1979-1980), Senior Vice President (1977-1979), Vice President (1976-1977) and Director (1978-1980), Engelhard Minerals & Chemicals Corp. (marketing of commodities, refining precious metals and producing minerals and catalysts).

Joseph D. Tydings **Age 56**

Partner, Finley, Kumble, Wagner, Heine, Underberg, Manley & Casey (attorneys) (1981-Present); Partner, Danzansky, Dickey, Tydings, Quint & Gordon (attorneys) (1971-1981); United States Senator, State of Maryland (1965-1971); Director of Capital Bank, N.A.

Committees and Meetings

The Board of Directors met twelve times in 1984.

The Board of Directors has delegated certain of its functions and responsibilities to Committees of the Board as follows:

The Executive Committee is authorized to exercise, in the absence of the Board, all the powers of the Board itself in the management of the Corporation, with several limited exceptions. Messrs Carroll, Goldman, Heyman, Wilson and Spier presently constitute the Executive Committee. The Executive Committee met four times in 1984.

The Audit Committee reviews the integrity of the Corporation's financial statements, financial controls, the internal audit function, the function and fees of the independent auditors and other matters relating to financial and accounting functions. Messrs. Carroll, Kaplan, Rogers and Tydings presently constitute the Corporation's Audit Committee. The Audit Committee met five times in 1984.

The Executive Compensation Committee is responsible for the review and administration of the Corporation's compensation practices, policies and plans, including the Executive Incentive Compensation Plan, the 1984 Stock Option Plan and the Employee Stock Purchase Plan; the Stock Option Committee is responsible for the administration of the Corporation's 1975 Stock Option Plan and the Stock Purchase Committee for the administration of the Restricted Stock Plan. Each of these Committees is comprised of Messrs. Carroll, Goldman, Wilson and Rogers. These Committees met thirteen times in 1984.

The Nominating Committee makes recommendations as to nominees for election as Directors of GAF. It is presently comprised of Messrs. Goldman, Lyons, Spier and Tydings. The members of this Committee met twice in 1984. The Committee will consider nominees for Directorships recommended by shareholders. Such recommendations, with relevant supporting data, should be submitted in writing to the Secretary of the Corporation at its address first above listed and must be received at least 120 days in advance of the customary date of the annual meeting of shareholders, which is presently established as the fourth Monday in April.

The Retirement Committee is responsible for administrating the Corporation's retirement plans. Messrs. Sherwin, Heyman, Kaplan, Lyons, Shea and Spier presently constitute the Retirement Committee. The Retirement Committee met three times in 1984.

Litigation

Each of the directors (except Messrs. Sherwin and Simmons) are named as defendants together with the Corporation in a lawsuit in Supreme Court, New York County by Jesse Werner, the former Chairman and Chief Executive Officer of the Corporation, alleging that they wrongfully prevented him from exercising options to purchase 120,000 shares of Common Stock and seeking to recover $800,000 in compensatory damages and $5,000,000 of punitive and exemplary damages. Dr Werner has also demanded that the Corporation submit to arbitration the dispute with respect to his employment agreement dated September 17, 1981 which the Corporation has declined to perform since the present management assumed office in December, 1983. In March 1984, the Corporation commenced a lawsuit in Supreme Court, New York County against Dr. Werner and certain former directors of GAF which seeks to recover compensatory damages in connection with Dr. Werner's compensation arrangements and costs incurred in waging the 1983 proxy contest plus $50,000,000 of punitive damages. In January, 1985, the Supreme Court, New York County ruled that counsel for Dr. Werner and the former directors could not represent them in the pending lawsuits because of prior representation of GAF. In January, 1985, the Supreme Court, Appellate Division stayed the arbitration proceeding demanded by Dr. Werner pending resolution by the trial court of allegations by GAF of corporate unfairness and waste affecting the validity of such employment agreement. Dr. Werner plans to appeal these decisions. Under its By-Laws and the Delaware General Corporation Law, the present and former directors and officers of the Corporation are entitled to indemnification against certain liability, costs and expenses in any action, suit or proceeding as a result of their service in such capacity unless it is finally determined that they failed to act in good faith and in a manner which they reasonably believed to be in, or not opposed to, the best interests of the Corporation. The Corporation maintained company reimbursement and directors and officers liability insurance policies with limits of $15,000,000 for the period April 25, 1980 through April 25, 1983 and $50,000,000 for the period April 25, 1983 through April 25, 1984 which were in effect during the period when the foregoing lawsuits were commenced.

Several lawsuits are pending in the courts of New York and Delaware which were commenced by shareholders of the Corporation during the recent proxy contest against Jesse Werner, the former Chief Executive Officer, and certain former directors, including James T. Sherwin who is a present director and a nominee for reelection at the annual meeting. The complaints in these lawsuits make a variety of allegations against the former Chief Executive Officer and the former directors including mismanagement, waste, breach of fiduciary duties and securities law violations. The defendants have answered and denied these allegations. Mr. Sherwin is entitled to indemnification by the Corporation and coverage under its directors and officers liability insurance policy to the extent described in the preceding paragraph.

During 1983, (i) the Jefferson Trust and Savings Bank of Peoria ("Jefferson Bank"), (ii) Raymond J. Donovan, as Secretary of the United States Department of Labor (the "Secretary") and (iii) the United Auto Workers, its Local 449 and certain of its members ("UAW Plaintiffs"), filed complaints against Harold C. Simmons and others in the United States District Court for the Central District of Illinois, Peoria Division. These complaints alleged, among other things, that Harold C Simmons and certain other defendants who were fiduciaries of employee benefit plans established by corporate affiliates of Mr. Simmons invested funds of such plans to acquire control, or enhance their influence over, various corporations and in doing so breached their fiduciary duties to the beneficiaries of such plans in violation of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Each of the plaintiffs sought damages as well as preliminary and permanent injunctive relief. On January 18, 1984, the Secretary's action was settled upon court approval of two settlement agreements between the Secretary and the defendants. The terms of the settlement agreements generally provide that, (i) for a period of three years, the individual defendants may not cause the employee benefit plans for which they act as fiduciaries to make certain investments without prior approval by an independent plan fiduciary appointed for such purpose, and (ii) Mr. Simmons and another are enjoined from violating various provisions of ERISA for a period of eight years. The settlement agreements do not constitute an admission by any defendant or party of any violation of ERISA or any other statute, or any standard established by common law, or any admission by any defendant of any facts alleged in the Secretary's action. On January 8, 1985, the litigation brought by Jefferson Bank was settled. The litigation brought by the UAW Plaintiffs was tried to the court during the week of February 11, 1985 and no decision has yet been rendered.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

As of March 18, 1985, the following persons had reported to the Securities and Exchange Commission beneficial ownership in the amounts shown of more than five percent of a class of voting securities of the Corporation:

Name and Address of Beneficial Owner	Title of Class	Amount and Nature of Beneficial Ownership	Percent of Class
Samuel J. Heyman............................ 877 Post Road East Westport, CT 06881	Common Preferred	1,322,083(1) 38,563	8.2% 4.0%
Lehman Brothers Kuhn Loeb Holding Company, Inc. 55 Water Street New York, NY 10041	Common	777,645(2)	4.8%
Harold C. Simmons.......................... 4835 LBJ Freeway Dallas, TX 75244	Common	2,581,200(3)	16.1%
Teledyne, Inc.................................... 1901 Avenue of the Stars Los Angeles, CA 90067	Common	1,182,925(4)	7.4%
Strong/Corneliuson Capital Management, Inc.......................... 815 East Mason Street Milwaukee, Wisconsin 53202	Common	921,000(5)	5.7%

(1) Mr. Heyman has reported to the Corporation that the shares of Common Stock beneficially owned by him include 10,000 shares of Common Stock owned by a private foundation of which Mr. Heyman is an officer, 849,740 shares of Common Stock owned by corporations of which Mr. Heyman is Chief Executive Officer or partnerships of which Mr. Heyman is Manager, 18,000 shares of Common Stock owned by Annette Heyman, Mr. Heyman's mother, from whom Mr. Heyman has a power of attorney entitling him to vote such shares, and 38,563 shares of $1.20 Preferred Stock convertible into 48,203 shares of Common Stock, including 29,327 shares of Preferred Stock owned by corporations of which Mr. Heyman is Chief Executive Officer or partnerships of which Mr. Heyman is Manager. Mr. Heyman reported that he has the sole

power to vote and to direct the vote, and the sole power to dispose and to direct the disposition of all shares of Common Stock of which he is the beneficial owner, except for 18,000 shares of Common Stock owned by his mother, with respect to which shares of Common Stock Mr Heyman shares voting and investment powers with his mother.

(2) Lehman Brothers Kuhn Loeb Holding Co. Inc. has reported in an amendment to its Schedule 13G, dated February 13, 1984, that the securities are held by two subsidiaries, that it has no power with respect to voting or directing the vote as to any of the shares and that one of its subsidiaries advises accounts and mutual funds that have the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of 710,000 (corrected by telephone advice to 777,645) shares.

(3) Mr. Simmons has reported in an amendment to his Schedule 13D, dated February 7, 1984, that the shares of Common Stock are held by the following corporations which may be deemed to be controlled by Mr. Simmons: National City Lines, Inc.—934,900 shares of Common Stock and The Amalgamated Sugar Company—1,646,300 shares of Common Stock. Mr. Simmons disclaims beneficial ownership of these shares.

(4) Teledyne, Inc. has reported in an amendment to its Schedule 13D, dated December 23, 1981, that the securities are held by various of its insurance company subsidiaries. The number of shares of Common Stock includes 469,625 shares of Common Stock recently issued upon conversion of 375,700 shares of Preferred Stock beneficially owned by Teledyne, Inc. The conversion of Teledyne's Preferred Stock was reported in an amendment to its 13D, dated March 11, 1985.

(5) Strong/Corneliuson Capital Management, Inc. has reported on its Schedule 13G, dated February 8, 1985, that it has sole voting and dispositive power with respect to the shares.

As of March 18, 1985, each Director of the Corporation and all Directors and executive officers of the Corporation as a group beneficially owned the following equity securities of the Corporation:

Name	Title of Class	Amount and Nature of Beneficial Ownership(1)	Percent of Class
Daniel T. Carroll	Common	1,000	*
Dr. Jacob E. Goldman	Common	3,333	*
Samuel J. Heyman	Common	1,322,083(2)	8.2%
	Preferred	38,563(2)	4.0%
Sanford Kaplan	Common	30,000	.2%
William P. Lyons	Common	12,300(3)	*
Scott A. Rogers, Jr.	Common	1,000	*
Edward E. Shea	Common	535(4)	*
James T. Sherwin	Common	6,000(5)	*
Harold C. Simmons	Common	2,581,200(6)	16.1%
William Spier	Common	22,300	.1%
Joseph D. Tydings	Common	1,825(7)	*
Robert C. Wilson	Common	21,000	.1%
All Directors and Executive Officers as a Group (15 individuals) (10).	Common	4,058,650(8)	25.1%
	Preferred	38,563(9)	4.0%

* Less than .1%

(1) Sole voting and investment power unless indicated otherwise.

(2) See footnote (1) to preceding table.

(3) Includes 4,900 shares held by Mr. Lyons' wife as trustee for their children, beneficial ownership of which shares is disclaimed by Mr. Lyons, and 5,900 shares held in a pension trust of which Mr. Lyons is one of two trustees.

(4) All shares held jointly with his wife.

(5) Includes 5,000 shares which Mr. Sherwin will have the right to acquire upon the exercise of options which are exercisable within 60 days of the date of this Proxy Statement.

(6) See footnote (3) to preceding table.

(7) Includes 1,025 shares held in a Defined Benefit Trust of which Mr. Tydings is a trustee and 200 shares held by Mr. Tydings as custodian for two family members, beneficial ownership of which latter shares is disclaimed by Mr. Tydings.

(8) See footnotes above. Also includes 39,500 shares which three executive officers have the right to acquire upon exercise of options (which are presently exercisable) and 100 shares held jointly with a spouse.

(9) See footnote (1) to preceding table.

(10) Does not include stock held by executive officers who resigned during 1984 whose current beneficial ownership is unknown by the Corporation.

EXECUTIVE COMPENSATION AND CERTAIN TRANSACTIONS

Cash Compensation

The following information is furnished with respect to all cash compensation paid for services rendered to the Corporation in all capacities during fiscal 1984 by (i) the five most highly compensated current executive officers of the Corporation whose cash compensation exceeded $60,000, and (ii) all persons who were executive officers during 1984 as a group:

Name of Individual or Number in Group	Capacities in Which Served	Cash Compensation (1)
Samuel J. Heyman	Chairman of the Board and Chief Executive Officer	$ 263,300(2)
James T. Sherwin	Vice Chairman of the Board and Chief Administrative Officer	111,230
John A. Brennan	Senior Vice President, Building Materials Division	106,666
Carl R. Eckardt	Senior Vice President, Chemicals Division	134,999
Raymond J. Lacroix	Senior Vice President and Chief Financial Officer	98,333
All Executive Officers as a Group (8 individuals)(3)		1,018,055

(1) See "Executive Incentive Compensation Plan" for a description of cash bonuses earned during 1984 and paid in early 1985 to the Executive Officers.

(2) Includes cash compensation earned from December 13, 1983 to December 31, 1983, but paid in 1984.

(3) Includes cash compensation paid to two officers whose employment with the Corporation terminated in June and October, respectively, of 1984.

Compensation Pursuant to Plans

Executive Incentive Compensation Plan

GAF has an Executive Incentive Compensation Plan which was approved by the shareholders in May, 1967. The Plan covers approximately 154 officers, managers and other professional employees of the Company.

The Plan provides that the Board of Directors, in its discretion, may credit to an incentive compensation fund an amount no greater than 6% of the excess of GAF's adjusted income over 6% of the value of shareholders' equity at the beginning of the year for which the computation is made. A percentage of this amount, consisting of not less than 5% nor more than 15%, shall be used for special awards to key executives as the Board directs, with the balance to be used for Executive Incentive Compensation Awards. The Plan provides that the Chief Executive Officer of the Corporation shall furnish the Executive Compensation Committee, and that the Committee shall furnish the Board of Directors, with recommendations as to particular awards. An award under the Plan may be payable in cash or GAF Common Stock or both. Common Stock may be subject to restrictions on disposition.

Criteria used to determine awards include the level of success achieved during the year by the employee, the Division or department in which the employee works and the Corporation. For fiscal 1983, no such awards were made. For fiscal 1984, the total incentive compensation fund was determined to be $1,950,000 for allocation among the 154 eligible officers, managers and employees. The awards paid to the executive officers listed above were as follows: Samuel J. Heyman—$187,500, James T. Sherwin—$75,000, John A. Brennan—$67,200, Carl R. Eckardt—$87,500, Raymond J. Lacroix—$45,000 and all executive officers as a group (8 individuals)—$512,200.

1969 Restricted Stock Purchase Plan.

The Plan for the Sale of Restricted and Unrestricted Common Stock to Employees Who Perform Executive, Administrative or Supervisory Functions authorizes the sale of an aggregate of 650,000 shares of Common Stock to full-time executive, administrative and supervisory employees of the Corporation and its subsidiaries. The Plan authorizes the sale of shares subject to prescribed restrictions as to disposition ("Restricted Shares") and without such restrictions ("Unrestricted Shares"). All sales under the 1969 Purchase Plan to date have been of Restricted Shares. Restricted Shares may not be resold, assigned, transferred, pledged, hypothecated or otherwise disposed of, except as provided in the Plan, for a one-year period from the date of purchase and such further period or periods as may be provided by the Committee. The policy of the Stock Purchase Committee with respect to new sales pursuant to the Plan is to provide for the lapsing of the restrictions on one-fifth of the stock awarded on each of the first through fifth anniversaries of the date of sale. Prior to October 1, 1982, sales were made on terms providing for the lapse of restrictions on 20% of the stock awarded on each of the fifth through the ninth anniversaries of the date of sale. From October 1982 until April 29, 1983, sales were made on terms providing for the lapse of restrictions on one-ninth of the stock awarded on the first through ninth anniversaries of the date of sale. In addition, on October 1, 1982, the lapse of restrictions on shares previously sold was changed so that restrictions would lapse as to one-seventh of the shares purchased in 1979 immediately and as to an additional one-seventh thereof on each of the fourth through ninth anniversaries of the date of purchase; as to one-eighth thereof on each of the third through ninth anniversaries of the date of purchase; and as to one-ninth of the shares purchased in 1981 immediately and as to an additional one-ninth thereof on each of the second through ninth anniversaries of the date of purchase. No change was made at that time as to shares purchased prior to 1979. On September 22, 1983, the Board of Directors amended the Plan to provide that restrictions on shares outstanding on September 22, 1983 which would otherwise have lapsed on the ninth anniversary of the date of purchase of such shares would lapse instead as of October 15, 1983. If the employee's employment terminates for any reason, other than retirement subsequent to the fifth anniversary of the date of purchase or death subsequent to the completion of five years of continuous employment, the Corporation has the right to repurchase, at the price which the employee paid for them, the shares which, at the time of termination of employment, remain subject to restrictions.

The selection of eligible employees to receive awards under the Plan is made by the Stock Purchase Committee. It is the Company's intent that awards be based on the Committee's evaluation of an employee's past or potential contribution to the Company or its subsidiaries. The Stock Purchase Committee determines the number of shares to be awarded to any employee, the date of the award and the terms and conditions governing the award. There is no stated maximum or minimum number of shares which may be awarded under the Plan to any one eligible person or group of persons. The price of Restricted Shares must be at least 50% of the closing price of the Corporation's Common Stock on the New York Stock Exchange on the last trading day on which such stock was traded preceding the date on which an employee is designated as one to whom such shares may be offered for sale. To accept an award, the employee must make payment in full of the purchase price. The Company does not provide any credit facilities or deferred or installment payment arrangements for use in connection with such purchase.

No awards of stock were made to executive officers under this Plan in 1984. The difference between the purchase price and the market value on the date of lapse for Restricted Shares held by each executive officer named in the Executive Compensation Table and for all executive officers as a group who hold Restricted Shares purchased under this Plan as to which restrictions lapsed during 1984 was as follows: John A. Brennan $27,919.19 (1,768 shares); Carl R. Eckardt—$17,243.98 (992 shares); Raymond J. Lacroix—$5,637.56 (293 shares) and all executive officers as a group (8 individuals) $78,730.96 (7,578 shares).

Stock Option Plans

1975 Stock Option Plan. This Plan authorizes the grant of "non-qualified" options (within the meaning of the Internal Revenue Code) to purchase a maximum of 800,000 shares of the Corporation's Common Stock to key employees. The selection of eligible employees to receive options is made by the Stock Option Committee. It is the Corporation's intent that awards of options be based on the Stock Option Committee's evaluation of an employee's past or potential contribution to the Company or its subsidiaries. The Stock Option Committee determines the number of shares to be optioned to any employee, the date of the option grant and the terms and conditions governing the options. There is no stated maximum or minimum number of options or shares which may be issued to any one eligible person or group of persons. The exercise price at which shares of Common Stock may be purchased may not be less than 100% of the fair market value of the shares on the date the option is granted. Options granted expire not later than ten years from the date of grant. There is no maximum amount of options which may be exercised in any year.

All options which were outstanding on April 30, 1984 provide that the options may not be exercised unless the optionee has remained in the continuous employ of the Company or its subsidiaries for a period of one year after the date of grant, but thereafter may be exercised in full at any time over the remaining term of the option. Options granted after April 30, 1984 are exercisable as to 20% of the shares after the expiration of one year from the date of grant, 40% after two years, 60% after three years, 80% after four years, and 100% after five years, with no such option to be exercisable as to all or any portion thereof more than 60 days after the fifth anniversary of the date of grant.

The 1975 Stock Option Plan terminated on February 12, 1985.

1984 Stock Option Plan. This Plan authorizes the grant of options to purchase a maximum of 800,000 shares of the Company's Common Stock. Options may be either options intended to be "incentive stock options" within the meaning of section 422A of the Internal Revenue Code of 1954, as amended (the "Code"), or "non-qualified" stock options for purposes of the Code. Key employees of the Company and its subsidiaries are eligible to receive options under the 1984 Option Plan. The selection of eligible employees to receive options is made by the Executive Compensation Committee. It is the Corporation's intent that awards of options be based on the Executive Compensation Committee's evaluation of an employee's past or potential contribution to the Corporation or its subsidiaries. The Executive Compensation Committee determines the number of shares to be optioned to any employee, the date of the option grant, whether the option is intended to be an incentive stock option or a nonqualified option, and other terms governing the options. There is no stated maximum or minimum number of options or shares which may be issued to any one eligible person or group of persons. However, the aggregate fair market value of the Common Stock (determined at the date of the option grant) for which any employee may be granted incentive stock options in any calendar year may not exceed $100,000, plus certain carryover allowances from the previous three years permitted under the Code.

The exercise price of options granted must be at least equal to the fair market value of such shares on the date of grant. The term of each option will be five years and sixty days (five years for certain incentive stock options.) There is no maximum amount of options which may be exercised in any one year.

Options may not be exercised during the first year after the date of grant, but thereafter, except as noted below, each option becomes exercisable as to 20% of the shares subject thereto on each of the first through the fifth anniversaries of the date of grant. With respect to any incentive stock option granted to a participant who owns stock possessing more than 10% of the voting rights of the Company's outstanding capital stock on the date of grant, the exercise price of the option must be at least equal to 110% of the Fair Market Value on the date of grant and the option may not be exercisable more than five years after the date of grant. As to such options, the option will become exercisable as to the final 20% of shares subject thereto four years and ten months from the date of grant.

Holders of stock options granted under both the 1975 and 1984 Stock Option Plans have certain limited stock appreciation rights ("Limited Rights") which are in addition to the stock appreciation rights already included under the 1975 and 1984 Stock Option Plans. These Limited Rights apply only in the event of a tender or exchange offer for the Corporation's Common Stock by a bidder other than the Corporation, and entitle the option holder to surrender any then exercisable option or portion thereof and receive either cash or the Corporation's Common Stock, as determined by the Executive Compensation Committee or Stock Option Committee, as applicable, equal to the difference between the aggregate fair market value of the shares subject to options on the date of surrender (as determined in accordance with the Limited Rights) and the aggregate option price.

The table set forth below includes, for each executive officer named in the Executive Compensation Table and for all executive officers as a group, for fiscal 1984, data on the following: (i) all options granted under the 1975 and 1984 Plans [each of which includes provision for stock appreciation rights ("SARs")] to purchase the capital stock of the Corporation, which were granted to such executive officers whether as incentive stock options or nonstatutory stock options (none of which is exercisable before May 21, 1984), and (ii) the net value realized in shares or cash on exercise of options or related SARs awarded in previous years.

	1975 Plan		1984 Plan		Net value of options and SARs exercised during 1984*
	Options and related SARs granted in 1984	Average exercise price per share	Options and related SARs granted in 1984	Average exercise price per share	
Samuel J. Heyman	69,400	$17.625	5,600	$17.625	0
James T. Sherwin	19,200	17.125	5,800	17.125	0
John A. Brennan	1,900	17.625	5,600	17.625	0
Carl R. Eckardt	9,400	17.625	5,600	17.625	0
Raymond J. Lacroix	0	—	5,500	17.625	0
All Executive Officers as a Group (8 individuals)	104,300	17.533	5,600	17.539	$437,625

* Net value of shares received on exercise of options (market value less exercise price). Reflects exercise of options granted prior to January 1, 1985. No stock appreciation rights were exercised.

Employee Stock Purchase Plan

The 1984 Employee Stock Purchase Plan authorizes the grant of options to purchase a maximum of 600,000 shares of the Corporation's Common Stock on a non-discrimatory basis to all full time employees of the Corporation and its subsidiaries except employees who own 5% or more of the total combined voting power of all classes of stock of the Corporation. All options granted shall be for the same number of shares unless the Executive Compensation Committee provides that the number of shares granted by each option shall bear a uniform relationship to the compensation of each eligible employee. The price at which shares of stock may be purchased under any offering is 85% of the lesser of fair market value of the Common Stock on the date of grant or the date of purchase. Payments for stock purchased may be made either by immediate delivery of the full purchase price or on an installment basis through payroll deductions. Purchases made by payroll deduction may be revoked any time prior to payment of the final installment.

There has been one offering of stock pursuant to the Plan which occurred from October 1 to October 31, 1984. Stock purchased by immediate payment of the purchase price was deemed acquired on October 31, 1984 at a purchase price of $18.70 per share. Stock subscribed to by payroll deductions will not be deemed to be acquired until the last installment is paid on May 31, 1985 and will be acquired at the lower of $18.70 or 85% of the fair market value of the stock on May 31, 1985.

The following table sets forth, as to each of the executive officers named in the Cash Compensation Table above (except Mr. Heyman who is not eligible to participate) and to all executive officers as a group the number of shares of the Company's Common Stock purchased at $18.70 per share by immediate payment pursuant to the Plan during 1984 and the aggregate purchase price thereof.

Name of Individual or Number in Group	Number of Shares Purchased	Aggregate Purchase Price
James T. Sherwin	(1)	—
John A. Brennan	—	—
Carl R. Eckardt	(1)	—
Raymond J. Lacroix	267.38	$ 5,000
All Executive Officers as a Group (8 individuals)	601.605	11,250

(1) These executive officers participated in the Stock Purchase Plan by payroll deduction. They will acquire stock on May 31, 1985 with an aggregate price as follows: Mr. Sherwin—$9,000 and Mr. Eckardt $7,000.

Prior Pension Plan

On September 23, 1982, the Board of Directors authorized the termination effective December 31, 1982 of the GAF Salaried Employees' Retirement Plan (the "Pension Plan"), a defined benefit pension plan. All participants in the Pension Plan who were not otherwise vested became vested on the termination date and each participant became entitled, at his option, either (a) to receive an annuity contract providing for the monthly payment of his accrued benefit as of December 31, 1982, in accordance with the terms of the Pension Plan, or (b) to receive an immediate lump sum distribution (in an amount which approximates the cost of the annuity contract) or (c) to transfer his accrued benefit to his account under the Corporation's Capital Accumulation Plan. Two former executive officers who terminated their employment in 1984 elected lump sum distributions which totaled $4,181 and $29,688, respectively, including interest at 8% per annum from November 1, 1982 to the date of payment. Messrs. Sherwin, Eckardt, Brennan and Lacroix elected annuity contracts which will provide at age 65 maximum monthly payments for their accrued benefits of $4,334, $665, $1,218 and $908, respectively, pursuant to the terms of the Pension Plan. No other current executive officers were participants in the Pension Plan at the time of its termination.

Capital Accumulation Plan

Effective January 1, 1983, the Corporation adopted the GAF Capital Accumulation Plan (the "GAFCAP Plan") for salaried employees to encourage employees to accumulate funds for retirement.

The GAFCAP Plan is a profit sharing retirement plan which contains a salary reduction arrangement which complies with Section 401(k) of the Internal Revenue Code of 1954, as amended. Pursuant to the GAFCAP Plan, each participant may elect to reduce his compensation by up to 14% (thereby excluding from his income for federal income tax purposes the amount of such reduction) and to have the Corporation contribute such amount to the GAFCAP Plan on his behalf. The Corporation will contribute an additional amount equal to 3% of a participant's compensation and will match the lesser of 4% of a participant's compensation or two-thirds of a participant's salary reduction contribution. A participant also may elect to make non-deductible (for federal income tax purpose) voluntary contributions to the GAFCAP Plan in an amount not to exceed 10% of his compensation. Distributions commence as soon as practicable after either the termination of employment or retirement, and a participant may elect to receive payment either (a) in monthly installments over a period equal to the participant's life expectancy or that of his spouse, if longer, or (b) in a lump sum. The amounts contributed during fiscal 1984 by the Corporation to the executive officers listed in the table above are Samuel J. Heyman—$8,750.04, James T. Sherwin—$7,786.15, John A. Brennan—$7,466.72, Carl R. Eckardt—$9,449.91, Raymond J. Lacroix—$6,883.40, and all executive officers as a group (8 individuals)—$40,336.22.

Severance Policy

The Corporation's basic severance policy for salaried employees, which continues in effect, provides for payments to exempt (as regards the federal Fair Labor Standards Act) and non-exempt salaried employees based upon the age and length of service of the employee at the time of termination. The payments are calculated on the basis of number of months or partial months of salary (exempt) and number of weeks (non-exempt), with minimum payments of a half-month's salary (exempt) or two weeks' base salary (non-exempt) and with maximum payments of 8 months (exempt) and 34 weeks (non-exempt) in the case of a terminated employee age 56 and over who has been employed by the Corporation for 35 years or more. Pursuant to the terms of this policy, Carl R. Eckardt would be entitled to a severence payment in excess of $60,000 if he is terminated at any time in the future. No other executive officer is entitled to payments in excess of $60,000 under this policy.

The Corporation has in the past, in certain instances, provided certain terminated officers with severance payments in excess of those set forth in the Corporation's severance policy. An executive officer who resigned from the Corporation during 1984 received a payment of $67,500. Pursuant to an employment agreement between the Corporation and James T. Sherwin dated May 21, 1984, Mr. Sherwin will be entitled to receive not less than 6 months salary (i.e., $90,000) if he is terminated on or before May 21, 1986.

Life Insurance

In 1984 employees of the Corporation were eligible to enroll on a contributory basis in a benefits package providing generally for term life insurance equal to approximately two times current annual base salary, an accidental death and dismemberment payment equal to two times current annual base salary and monthly long-term disability benefits of approximately 2% of two times current annual salary. All elected officers received the aforementioned accidental death and dismemberment and long-term disability coverages on a non-contributory basis; in addition, they are eligible to receive group term life insurance coverage equal to approximately four times current annual base salary on a non-contributory basis. The cost to the Corporation of such insurance coverage for all executive officers as a group (8 individuals) was $16,281.96 which was allocated among the officers named above as follows: Samuel J. Heyman—$3,319.92, James T. Sherwin—$2,588.16 John A. Brennan—$2,192.64, Carl R. Eckardt—$2,845.44 and Raymond J. Lacroix—$1,208.72.

Personal Benefits

The Corporation provides certain personal benefits to its executive officers which are difficult to quantify in terms of business versus personal use. The Corporation has concluded, however, after reasonable inquiry, that the aggregate amounts attributable to such personal benefits do not in any event exceed the lesser of $25,000 or 10% of total cash compensation for each person named in the Cash Compensation Table above, or, as to all executive officers of the Corporation as a group, the lesser of $25,000 times the number of persons in the group or 10% of the total cash compensation for the group.

REMUNERATION OF DIRECTORS

During 1984 the Corporation compensated members of its Board of Directors who were not employees of the Corporation at the rate of $15,000 per year plus $600 per meeting of the Board or Committee thereof attended if such committee meeting was held in conjunction with a Board meeting or by telephone and $1,000 when a committee meeting was scheduled independent of a Board meeting. In addition, a chairperson of a committee was compensated at the rate of $3,000 per year but only one such retainer was paid annually regardless of the number of committees a Director chaired. Any member of the Corporation's Board of Directors who was not an employee of the

Corporation was entitled to defer compensation earned for attendance at a meeting of the Board or Committee thereof to a date following the termination of service as a member of the Board. In addition, the Corporation provided life insurance in the face amount of $50,000 for any member of the Corporation's Board of Directors who was not an employee of the Corporation; such insurance coverage is not subject to termination after the completion of 10 years of service on the Board

CERTAIN TRANSACTIONS WITH RELATED PARTIES

In 1984, the Corporation engaged Finley, Kumble, Wagner, Heine, Underberg, Manley & Casey, to render legal services in connection with a variety of matters. Joseph D. Tydings, a Director of the Corporation, is a member of this firm. During 1984 the Corporation paid Finley, Kumble, Wagner, Heine, Underberg, Manley & Casey fees and disbursements which were less than 5% of the firm's gross revenues for the last full fiscal year.

In 1984, the Corporation engaged Windels, Marx, Davies & Ives, to perform legal services. Edward E. Shea, a Director of the Corporation, was then a member of that firm. During 1984 the Corporation paid Windels, Marx, Davies & Ives fees and disbursements which were less than 5% of the firm's gross revenues for the last full fiscal year.

In 1984, the Corporation engaged Robert C. Wilson as a consultant on management organization and compensation methods pursuant to a contract between him and the Corporation. Mr. Wilson is a Director of the Corporation. During 1984 the Corporation paid Mr. Wilson $92,500 in fees.

Proposal No. 2
SHAREHOLDER PROPOSAL TO LIMIT TERM OF OUTSIDE DIRECTORS

Evelyn Y. Davis, 1127 Connecticut Avenue, N.W., Washington, D.C. 20036, who is the owner of 110 shares of GAF Common stock, has advised the Corporation of her intention to introduce the following resolution:

"RESOLVED: That the stockholders of GAF recommend that the Board take the necessary steps so that future outside directors shall not serve for more than six years."

The following statement has been submitted in support of the resolution:

"REASONS: The President of the U.S.A. has a term limit, so do Governors of many states

"Newer directors may bring in fresh outlooks and different approaches with benefits to all shareholders.

"No director should be able to feel that his or her directorship is until 'retirement'.

"Last year the owners of 549,403 shares representing over 5.3% of shares voted for this resolution.

"If you AGREE, please mark your proxy FOR this resolution."

The Board of Directors Recommends a Vote "AGAINST" This Proposal.

The Board of Directors of the Corporation believes that the adoption of this proposal would not be in GAF's best interest because it would arbitrarily limit the contributions to be made by outside Directors.

Through experience gained over time, new members of the Board acquire increased knowledge and awareness of the Corporation's businesses and develop a focused perception which enhances their ability to analyze and respond to the Corporation's concerns. Imposing a six-year time limit on the tenure of outside Directors as proposed could deprive the Corporation prematurely of the services of those who possess a combination of ability, experience and knowledge pertaining to the Corporation which might be difficult to replace.

The tenure of outside Directors is not guaranteed. They are subject to the mandate of the shareholders and must be elected each year. Imposing an additional limitation on Board service as proposed by this resolution could result in the loss to the Corporation of the benefits of the experience and depth of knowledge of such outside Directors and the concomitant strength of corporate direction at an inopportune time in the Corporation's development.

Proposal No. 3

SHAREHOLDER PROPOSAL TO ADOPT CUMULATIVE VOTING

Lewis D. Gilbert and/or John J. Gilbert, 1165 Park Avenue, New York, New York 10128, each of whom owns ten shares of GAF Common Stock and represents an additional family interest of 160 shares of Common Stock and 300 shares of $1.20 Convertible Preferred Stock, and/or David Brown, 189-45 46th Avenue, Flushing, New York 11358, who owns five shares of Common Stock, have advised the Corporation that they will cause to be introduced the following resolution:

"RESOLVED: That the stockholders of GAF Corporation, assembled in annual meeting in person and by proxy, hereby request the Board of Directors to take the steps necessary to provide for cumulative voting in the election of directors, which means each stockholder shall be entitled to as many votes as shall equal the number of shares he or she owns multiplied by the number of directors to be elected, and he or she may cast all of such votes for a single candidate, or any two or more of them as he or she may see fit."

The following statement has been submitted in support of the resolution:

"Strong support along the lines we suggest were shown at the last annual meeting when 25%, owners of 2,567,044 shares, were cast in favor of this proposal. The vote against included the unmarked proxies.

"Among companies adopting cumulative voting in recent years are: Daylin, Elgin National, De Soto, Greyhound Corp., National Fuel Gas, Viacom, McDonough Co., Canal Randolph, Holly Sugar, Brascan Ltd., Noranda Mines Ltd, First Maryland Bancorp and U.S. Resources, Inc.

"In adopting cumulative voting the management of Monfort of Colorado, Inc. stated in their 1972 proxy statement:

'This system of voting rights is intended to increase the opportunity for minority representation on the Board of Directors.'

"If you agree, please mark your proxy for this resolution; otherwise it is automatically cast against it, unless you have marked to abstain."

The Board of Directors Recommends a Vote "AGAINST" This Proposal.

At the Corporation's 1984 Annual Meeting referred to above, more than 74% of the shares voting on the same resolution voted against such resolution.

In publicly owned corporations having a large number of shareholders, Directors should be elected for their ability and willingness to represent the interest of all the shareholders and not those of a special group. Cumulative voting gives those holding a relatively small percentage of outstanding stock potential power disproportionate to the number of shares owned by allowing a relatively small group of shareholders to elect one or more Directors. It thereby tends to produce Directors representing special minority interests. A Director so elected might consider himself to be the representative of the group responsible for his election, and the interests of such group might not coincide with the interest of the Corporation and its shareholders as a whole.

Cumulative voting could also introduce an element of discord on the Board and thus impair the ability of the Directors to work together for the best interests of the Corporation. This might lead to

.on in which independent persons of stature and experience would be reluctant to serve on the

he present method of electing Directors by a majority vote is the method used by most large d States corporations and is considered generally to create a cohesive and effective panel of d members. The Board of Directors of GAF believes that the interests of the whole body of holders is best served by the present simple system of one vote for each share.

1986 SHAREHOLDER PROPOSALS

Proposals of securities holders intended for possible action at the 1986 Annual Meeting must be ceived by the Corporation at its principal executive offices prior to November 28, 1985. All roposals received will be subject to the applicable rules of the Securities and Exchange Commission.

OTHER MATTERS

Upon recommendation of the Audit Committee, the Board of Directors has selected Arthur Andersen & Co. to audit the Corporation's accounts for 1984. Arthur Andersen & Co. has also been selected as the Corporation's independent public accountant for 1985. A representative of Arthur Andersen & Co. is expected to be present at the meeting to answer appropriate questions and will have an opportunity to make a statement.

The affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote at the meeting, voting together as one class, is necessary for approval of each of the proposals, except for the election of Directors, which requires a plurality vote. Shareholders of record holding a majority of all shares of stock of the Corporation, issued and outstanding, and entitled to vote thereat, present in person or represented by proxy, constitute a quorum for the transaction of business at the meeting.

For the results of last year's voting at the Annual Meeting of Shareholders, see Exhibit A.

The cost of the solicitation will be borne by the Corporation. In addition to use of the mails, proxies may be solicited by telephone, telegraph or personal interview by employees of the Corporation without additional compensation. The Corporation has also retained The Kissel-Blake Organization, Inc. to aid in the solicitation of proxies at an estimated aggregate fee of $11,000, plus out-of-pocket expenses.

The Corporation will reimburse brokerage firms, banks, trustees, nominees and other persons authorized by the Corporation for their out-of-pocket expenses in forwarding proxy material to the beneficial owners of the Corporation's stock.

Management does not know of any other matters that will be presented at the meeting other than matters incident to the conduct thereof. However, if any matters properly come before the meeting or any adjournments, it is intended that the holders of the proxies named in the accompanying form of proxy will vote thereon in their discretion.

For a copy of the Corporation's Annual Report on Form 10K for the year ending December 31, 1984 as filed with the Securities and Exchange Commission, please contact: Office of the Secretary, GAF Corporation, 1361 Alps Road, Wayne, New Jersey 07470.

By Order of the Board of Directors,

EDWARD E. SHEA
Secretary

Wayne, New Jersey
March 27, 1985

EXHIBIT A

RESULTS OF 1984 ANNUAL MEETING OF SHAREHOLDERS
of
GAF CORPORATION

1. At the 1984 Annual Meeting, 84.2% of the Corporation's voting securities were present in person or by proxy and voting or withholding authority to vote for the election of Directors. Set forth below are the percentage of total shares cast for or against or withheld from the vote for each nominee for election as a Director of the Corporation at the 1984 Annual Meeting:

	Percentage of Shares For	Percentage of Shares Against or Withheld
Robert H. Beber	96%	4%
Daniel T. Carroll	96%	4%
Dr. Jacob E. Goldman	96%	4%
Samuel J. Heyman	96%	4%
Sanford Kaplan	96%	4%
William P. Lyons	96%	4%
Scott A. Rogers, Jr.	96%	4%
Edward E. Shea	96%	4%
Harold C. Simmons	96%	4%
Richard F. Smith	96%	4%
William Spier	96%	4%
Joseph D. Tydings	96%	4%
Robert C. Wilson	96%	4%

2. Set forth below is the percentage of total shares cast for and against a proposal to approve the 1984 Stock Option Plan:

	Percentage of Shares Cast
FOR	95.6%
AGAINST	4.4%

3. Set forth below is the percentage of total shares cast for and against a proposal to approve the 1984 Stock Purchase Plan:

	Percentage of Shares Cast
FOR	97%
AGAINST	3%

4. Set forth below is the percentage of total shares cast for and against a proposal to reimburse certain expenses incurred during the 1983 proxy contest:

	Percentage of Shares Cast
FOR	93.1%
AGAINST	6.9%

5. Set forth below is the percentage of total shares cast for and against a shareholder proposal to limit the term of office of outside Directors:

	Percentage of Shares Cast
FOR	5.4%
AGAINST	94.6%

6. Set forth below is the percentage of total shares cast for and against a shareholder proposal to provide for cumulative voting in the election of Directors:

	Percentage of Shares Cast
FOR	25.1%
AGAINST	74.9%