

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., et al.,	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
Debtors.	)	
	)	
	)	

---

**EXHIBITS FROM PLAN EXHIBIT BOOK**

<b><u>Document Title</u></b>	<b><u>Exhibit No.</u></b>
First Amended Joint Plan as of December 23, 2010 ... (Ex. A to Notice; Ex. 1 from Exhibit Book)	
Asbestos PI Trust Agreement .....	2
Asbestos PD Trust Agreement.....	3
Asbestos PI Trust Distribution Procedures .....	4
Schedule of Settled Asbestos Insurers Entitled to 524(g) Protection .....	5
Asbestos Insurance Transfer Agreement .....	6
[Intentionally Left Blank] .....	7
Best Interests Analysis.....	8
CDN ZAI Minutes of Settlement.....	9
Cooperation Agreement .....	10
Asbestos PI Deferred Payment Agreement.....	11
Financial Information.....	12
Fresenius Settlement Agreement .....	13
Fresenius Settlement Order.....	14
Grace PI Guaranty.....	15
Non-Debtor Affiliate Schedule .....	16

Plan Registration Rights Agreement.....	17
Rejected Executory Contracts and Unexpired Leases Schedule.....	18
Retained Causes of Action Schedule .....	19
Share Issuance Agreement.....	20
Unresolved Asbestos PD Claims Schedule.....	21
Sealed Air Settlement Agreement.....	22
Sealed Air Settlement Order .....	23
Warrant Agreement.....	24
Case Management Order for Class 7A Asbestos PD Claims .....	25
Asbestos PI/PD Inter-Creditor Agreement .....	26
Deferred Payment Agreement (Class 7A PD) .....	27
Deferred Payment Agreement (Class 7B ZAI).....	28
W. R. Grace & Co. Guarantee Agreement (Class 7A PD) .....	29
W. R. Grace & Co. Guarantee Agreement (Class 7B ZAI).....	30
Stock Incentive Plan .....	31
Stock Trading Restrictions Term Sheet .....	32
ZAI Trust Distribution Procedures .....	33
Amended and Restated CDN ZAI Minutes of Settlement.....	34
Amendment to the Amended and Restated CDN ZAI Minutes of Settlement.....	35