

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

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al.¹)	Case No. 01-01139 (JKF)
)	Jointly Administered
Debtors.)	
)	
)	
)	

**EXHIBIT 35 TO EXHIBIT BOOK
AMENDMENT TO THE AMENDED AND RESTATED
CDN MINUTES OF SETTLEMENT**

EXHIBIT 35

Attached.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., GC Limited Partners I, Inc., (f/k/a Grace Cocoa Limited Partners I, Inc.), GC Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc. GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation., W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (F/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**IN THE MATTER OF S. 18.6 OF THE COMPANIES CREDITORS
ARRANGMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

**AMENDMENT TO AMENDED AND RESTATED CDN ZAI MINUTES OF
SETTLEMENT**

AND IN THE MATTER OF GRACE CANADA, INC.

1. On December 13, 2009, the CCAA Court approved the Amended and Restated CDN ZAI Minutes of Settlement (the "Amended Minutes") in the above-referenced case.
2. Paragraph 20 of the Amended Minutes provides that: "[u]nless otherwise agreed to by the Parties," in the event the U.S. Confirmation Order¹ is not entered on or before December 31, 2010, the Amended Minutes shall be considered null and void.
3. Based on the foregoing, the parties to the Amended Minutes (the "Parties") agree to amend the Amended Minutes as follows:
 - (a) sub-paragraph 11(a) of the Amended Minutes shall read "in the event that the U.S. Confirmation Order is entered by the U.S. Court on or before January 31, 2011, the amount of eight million, five hundred and ninety-five thousand, six hundred and thirty-two dollars and forty-four cents Canadian (CDN\$8,595,632.44);"
 - (b) sub-paragraph 11(b) of the Amended Minutes shall read "in the event that the U.S. Confirmation Order is entered by the U.S. Court after January 31, 2011 but on or before July 31, 2011, the amount of nine million, ninety-five thousand, six hundred and thirty-two dollars and forty-four cents Canada (CDN\$9,095,632.44) ;" and

¹ Capitalized terms not defined herein shall have the meanings ascribed to them in the Amended Minutes.

(c) sub-paragraph 20(c) of the Amended Minutes shall read "the U.S. Confirmation Order is not entered by the U.S. Court on or before July 31, 2011; or".

4. The vote which the CCAA Representative Counsel made pursuant to the Original Settlement in favour of the First Amended Joint Plan shall constitute a vote pursuant to the Amended Minutes and this further Amendment in favour of the First Amended Joint Plan. Further, on behalf of the CDN ZAI Claimants, CCAA Representative Counsel shall, in any future vote, vote in favour of the First Amended Joint Plan incorporating the Amended Minutes and this further Amendment, provided the U.S. Confirmation Order is entered on or before July 31, 2011.

5. Upon execution of this Amendment, as soon as reasonably practicable:

(a) Grace Canada shall bring a motion in the CCAA Court for an order approving this Amendment;

(b) Grace shall advise the U.S. Court of this Amendment; and

(c) Grace shall revise the definition of CDN ZAI Minutes of Settlement in the First Amended Joint Plan to include this Amendment.

Dated: January 11, 2011

W. R. Grace & Co., on its own behalf and on behalf of
the other debtors in possession in its chapter 11 cases

Per: Mark A. Shelnitz
Name: Mark A. Shelnitz
Title: VP, General Counsel and Secretary

Grace Canada, Inc.

Per: W. Brian McGowan
Name: W. Brian McGowan
Title: President

SCARFONE HAWKINS LLP, on its own behalf and
in its capacity as representative counsel, on behalf of
all holders of CDN ZAI Claims

Per: 

Name: David Thompson

Title: Partner

LAUZON BELANGER LESPERANCE INC. on its
own behalf and in its capacity as representative
counsel on behalf of all holders of CDN ZAI Claims

Per: 

Name: Michel Belanger

Title: Partner