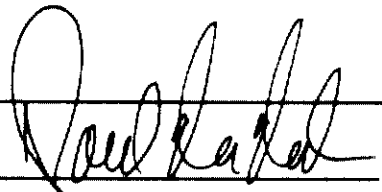


No. C 36147	Annual Report Form 1997 <i>Due No Later Than November 30,</i>		2 Registered Agent and Office NOT A P.O. BOX																																				
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED * FIRST NOTICE *	1 Mailing Address Please Correct, If Not Correct W. R. GRACE & CO.-CONN. TAX DEPARTMENT ONE TOWN CENTER RD BOCA RATON FL 33486		PRENTICE-HALL CORP SYS E 200 N 23RD ST BOISE ID 83702																																				
	3 Organized Under the Laws of CT C 36147																																						
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> Managers or <input type="checkbox"/> Members (check one)																																							
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 15%;">Office held</th> <th style="width: 20%;">Name</th> <th style="width: 30%;">Street or P.O. Address</th> <th style="width: 15%;">City</th> <th style="width: 10%;">State</th> <th style="width: 10%;">Zip</th> </tr> </thead> <tbody> <tr> <td>President</td> <td>Albert J. Costello</td> <td>One Town Center Road</td> <td>Boca Raton</td> <td>FL</td> <td>33486</td> </tr> <tr> <td>Secretary</td> <td>Robert B. Lamm</td> <td>One Town Center Road</td> <td>Boca Raton</td> <td>FL</td> <td>33486</td> </tr> <tr> <td>Director</td> <td>Robert H. Beber</td> <td>One Town Center Road</td> <td>Boca Raton</td> <td>FL</td> <td>33486</td> </tr> <tr> <td>Director</td> <td>Albert J. Costello</td> <td>One Town Center Road</td> <td>Boca Raton</td> <td>FL</td> <td>33486</td> </tr> <tr> <td>Director</td> <td>Larry Ellberger</td> <td>One Town Center Road</td> <td>Boca Raton</td> <td>FL</td> <td>33486</td> </tr> </tbody> </table>				Office held	Name	Street or P.O. Address	City	State	Zip	President	Albert J. Costello	One Town Center Road	Boca Raton	FL	33486	Secretary	Robert B. Lamm	One Town Center Road	Boca Raton	FL	33486	Director	Robert H. Beber	One Town Center Road	Boca Raton	FL	33486	Director	Albert J. Costello	One Town Center Road	Boca Raton	FL	33486	Director	Larry Ellberger	One Town Center Road	Boca Raton	FL	33486
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Director	Larry Ellberger	One Town Center Road	Boca Raton	FL	33486																																		
5. Nature of Business Specialty Chemicals		6.  Signature _____ Date _____ Name (Typed or Printed) Paul McMahon Title VP & Treasurer																																					

ISSUED: 07-04-1997

↓ DO NOT TAPE OR STAPLE ↓

1929

W. R. GRACE & CO.-CONN.
One Town Center Road
Boca Raton, Florida 33486-1010

DIRECTORS

CLASS I DIRECTOR - TERM EXPIRING IN 1998

BUSINESS ADDRESS

Robert H. Beber

Same as Heading

CLASS II DIRECTOR - TERM EXPIRING IN 1999

BUSINESS ADDRESS

Albert J. Costello

Same as Heading

CLASS III DIRECTOR - TERM EXPIRING IN 2000

Larry Ellberger

Same as Heading

OFFICERS

<u>TITLE</u>	<u>OFFICER</u>	<u>BUSINESS ADDRESS</u>
Chairman, President and CEO	Albert J. Costello	Same As Heading
Executive Vice President and General Counsel	Robert H. Beber	Same As Heading
Senior Vice President and Chief Financial Officer	Larry Ellberger	Same As Heading
Senior Vice President	Pamela J. Hamilton	Same as Heading
Senior Vice President	James R. Hyde	10 E. Baltimore St. Baltimore, MD 21202
Senior Vice President	J. Gary Kaenzig, Jr.	Same As Heading
Senior Vice President	W. Brian McGowan	Same As Heading
Senior Vice President	Robert J. Bettacchi	62 Whittemore Ave. Cambridge, MA 02140
Vice President & Controller	Kathleen A Browne	Same As Heading
Vice President	Stephen E. Karinshak	Same as Heading
Vice President	Mary Lou Kromer	Same as Heading
Vice President and Secretary	Robert B. Lamm	Same As Heading
Vice President and Treasurer	Paul McMahon	Same as Heading
Vice President	William L. Monroe	Same As Heading
Vice President	Bernd A. Schulte	Same As Heading
Vice President and Deputy General Counsel	David B. Siegel	Same As Heading

ASSISTANT OFFICERS

<u>TITLE</u>	<u>OFFICER</u>	<u>BUSINESS ADDRESS</u>
Assistant Controller	J. Stephen Nouss	Same As Heading
Assistant Vice President	Jeffrey M. Posner	Same As Heading
Assistant Secretary and Divisional Patent Counsel	William L. Baker	55 Hayden Ave. Lexington, MA 02173
Assistant Secretary and Division Counsel	Lynne M. Durbin	10 E. Baltimore St. Baltimore, MD 21202
Assistant Secretary and Chief Group Counsel	O. Mario Favorito	62 Whittemore Ave. Cambridge, MA 02140
Assistant Secretary and Senior Corporate Counsel	Craig E. Jameson	Same As Heading
Assistant Secretary and Chief Group Counsel	Anthony G. Riddlesperger	501 Elm Street Suite 410 Dallas, TX 75202
Assistant Secretary and Chief Patent Counsel	Steven T. Trinker	Same As Heading
Assistant Secretary and Chief Group Counsel	J. Maxwell Williams	100 N. Main St. Memphis, TN 38103
Assistant Secretary and Director of Patent Operations - - Grace Packaging	John J. Wasatonic	I-85 & Hwy 290 Duncan, SC 29334
Assistant Treasurer	Susan G. Eccher	Same As Heading
Assistant Treasurer	Hartmut Liebel	Same As Heading
Assistant Secretary and Managing Patent Counsel	Robert A. Maggio	7379 Rt. 32 Columbia, MD 21044
Assistant Treasurer and Director of Tax	Elyse B. Napoli	Same As Heading
Assistant Vice President and Chief EHS Counsel	Mark Stoler	Same As Heading