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PROFIT  
CORPORATION  
ANNUAL REPORT  
1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Northam  
Secretary of State  
DIVISION OF CORPORATIONS

FILED  
May 15 1997 8:00am  
Secretary of State

DOCUMENT # F96000001938 (7)

1. Corporation Name

GRACE HOLDING, INC.



Principal Place of Business

ONE TOWN CENTER ROAD  
BOCA RATON FL 33486-1010

Mailing Address

ONE TOWN CENTER ROAD  
BOCA RATON FL 33486-1002

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

25 Country

28 Zip

30 Country

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.  
1201 HAYS STREET  
TALLAHASSEE FL 32301

3. Date Incorporated or Qualified

04/18/1996

3a. Date of Last Report

4. FFI Number

65-0654331

Applied For

Not Applicable

5. Certificate of Status Desired

☐

\$8.75 Additional  
Fee Required

6. Election Campaign Financing  
Trust Fund Contribution

☐

\$5.00 May Be  
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,  
Florida Statutes

☐

Yes

☐

No

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85

Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when not stating)

DATE

12. OFFICERS AND DIRECTORS

TITLE DCEO  
NAME COSTELLO, ALBERT J  
STREET ADDRESS ONE TOWN CENTER ROAD  
CITY-ST-ZIP BOCA RATON FL 33486-1010 ☐ DELETE

TITLE DCEO  
NAME HOUGHIN, PETER D  
STREET ADDRESS ONE TOWN CENTER ROAD  
CITY-ST-ZIP BOCA RATON FL 33486-1010 ☒ DELETE

TITLE D  
NAME KOHNKEN, DONALD H  
STREET ADDRESS ONE TOWN CENTER ROAD  
CITY-ST-ZIP BOCA RATON FL 33486-1010 ☒ DELETE

TITLE VS  
NAME LAMM, ROBERT B  
STREET ADDRESS ONE TOWN CENTER ROAD  
CITY-ST-ZIP BOCA RATON FL 33486-1010 ☐ DELETE

TITLE VT  
NAME MCMAHON, PAUL  
STREET ADDRESS ONE TOWN CENTER ROAD  
CITY-ST-ZIP BOCA RATON FL 33486-1010 ☐ DELETE

TITLE AS  
NAME JAMESON, CRAIG E  
STREET ADDRESS ONE TOWN CENTER ROAD  
CITY-ST-ZIP BOCA RATON FL 33486-1010 ☐ DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE ☐ Change ☐ Addition  
1.2 NAME  
1.3 STREET ADDRESS  
1.4 CITY-ST-ZIP

2.1 TITLE CFO  
2.2 NAME Larry Ellberger  
2.3 STREET ADDRESS One Town Center Road  
2.4 CITY-ST-ZIP Boca Raton, FL 33486-1010 ☐ Change ☐ Addition

3.1 TITLE See Attached List  
3.2 NAME  
3.3 STREET ADDRESS  
3.4 CITY-ST-ZIP ☐ Change ☐ Addition

4.1 TITLE  
4.2 NAME  
4.3 STREET ADDRESS  
4.4 CITY-ST-ZIP ☐ Change ☐ Addition

5.1 TITLE  
5.2 NAME  
5.3 STREET ADDRESS  
5.4 CITY-ST-ZIP ☐ Change ☐ Addition

6.1 TITLE  
6.2 NAME  
6.3 STREET ADDRESS  
6.4 CITY-ST-ZIP ☐ Change ☐ Addition

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE

CR2E034 (9/96)

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

**DIRECTORS**

**CLASS I DIRECTORS - TERM EXPIRING IN 1999**

**BUSINESS ADDRESS**

Albert J. Costello	One Town Center Road Boca Raton, FL 33486
Marye Anne Fox	University of Texas Main Building, Room 302 Austin, TX 78712
Thomas A. Vanderslice	TAV Associates 2 International Place Suite 3001 Boston, MA 02110
Hank Brown	University of Denver Center of Public Policy 2050 East Illif Ave., Suite 224 Denver, CO 80208

**CLASS II DIRECTORS - TERM EXPIRING IN 1997**

Virginia A. Kamsky	280 Park Ave. Suite 1600 New York, NY 10017-2024
John E. Phipps	Premier Bank Building 3110 Capital Circle NE Tallahassee, FL 32308
John F. Akers	IBM Corporation 1055 Washington Blvd. Stamford, CT 06901
Christopher Cheng	USI Holdings 13/F, Wing Tia Centre 12 Hing Yip Street Kwung Tong, Kowloon Hong Kong

**CLASS III DIRECTORS - TERM EXPIRING IN 1998**

Harold A. Eckmann

Highway 614  
Blackstone, VA 23824

James W. Frick

1735 West North Shore Drive  
South Bend, IN 46617

Thomas A. Holmes

c/o Luoise Jenne  
Ingersall - Rand Co.  
200 Chestnut Ridge Road  
Woodcliff Lake, NJ 07675

John J. Murphy

Manufacturing Investment  
Group, Inc  
5956 Sherry Lane, Suite 710  
Dallas, TX 75225

**OFFICERS**

<b><u>TITLE</u></b>	<b><u>OFFICER</u></b>	<b><u>BUSINESS ADDRESS</u></b>
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 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
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

<b><u>TITLE</u></b>	<b><u>OFFICER</u></b>	<b><u>BUSINESS ADDRESS</u></b>
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 DeputyGeneral Counsel	David B. Siegel	Same as Heading
Vice President	William B. Sturgis	I-85 & Hwy. 290 Duncan, SC 29334

## **ASSISTANT OFFICERS**

<b><u>TITLE</u></b>	<b><u>OFFICER</u></b>	<b><u>BUSINESS ADDRESS</u></b>
Assistant Vice President and Cheif EHS Counsel	Mark Stoler	Same as Heading
Assistant Vice President	Jeffrey M. Posner	Same as Heading
Assistant Secretary and Divisional Patent Counsel	William L. Baker	55 Hayden Avenue Lexington, MA 02173
Assistant Secretary and Division Counsel	Lynne M. Durbin	10 E. Baltimore Street 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 Treasurer and Director of Tax	Elyse B. Napoli	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 Street Memphis, TN 38103
Assistant Secretary and Managing Patent Counsel	Robert A. Maggio	Washington Research Ctr, 7379 Rt. 32 Columbia, MD 21044
Assistant Treasurer	Susan G. Eccher	Same as Heading
Assistant Treasurer	Hartmut Liebel	Same as Heading
Assistant Secretary and Director of Patent Operations -- Grace Packaging	John J. Wasatonic	1-85 & Hwy 290 Duncan, SC 29334