

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

Feb 26 1998 8:00am
Secretary of State

| | | |
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| PROFIT CORPORATION ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
|--|---|---|

DOCUMENT # **F96000001938 (7)**
1. Corporation Name
W.R. GRACE & CO.

| | |
|---|---|
| Principal Place of Business ONE TOWN CENTER ROAD BOCA RATON FL 33486-1010 | Mailing Address ONE TOWN CENTER ROAD BOCA RATON FL 33486-1010 |
|---|---|



DO NOT WRITE IN THIS SPACE

| | | | | | |
|--------------------------------|------------------------|---|--|--|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 04/18/1996 | |
| 21 Suite, Apt. #, etc. | 26 Suite, Apt. #, etc. | 4. FEI Number 65-0654331 | | Applied For <input type="checkbox"/> Not Applicable | |
| 22 City & State | 27 City & State | 5. Certificate of Status Desired <input type="checkbox"/> | | \$8.75 Additional Fee Required | |
| 23 Zip | 28 Zip | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | | \$5.00 May Be Added to Fees | |
| 24 Country | 29 Country | 30 Country | | 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No | |

9. Name and Address of Current Registered Agent

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

10. Name and Address of New Registered Agent

| | |
|---|-------------|
| 81 Name | 85 Zip Code |
| 82 Street Address (P.O. Box Number is Not Acceptable) | |
| 83 | |
| 84 City | FL |

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 reinstating) DATE _____

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|---------------------------------|---|---|
| TITLE | DCEO | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | COSTELLO, ALBERT J | 1.2 NAME | |
| STREET ADDRESS | ONE TOWN CENTER ROAD | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | BOCA RATON FL 33486-1010 | 1.4 CITY-ST-ZIP | |
| TITLE | CFO | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | ELLBERGER, LARRY | 2.2 NAME | |
| STREET ADDRESS | ONE TOWN CENTER ROAD | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | BOCA RATON FL | 2.4 CITY-ST-ZIP | |
| TITLE | D | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | AKERS, JOHN F | 3.2 NAME | |
| STREET ADDRESS | 1055 WASHINGTON BLVD | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | STAMFORD CT | 3.4 CITY-ST-ZIP | |
| TITLE | VS | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | LAMM, ROBERT B | 4.2 NAME | |
| STREET ADDRESS | ONE TOWN CENTER ROAD | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | BOCA RATON FL 33486-1010 | 4.4 CITY-ST-ZIP | |
| TITLE | VT | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | MCAHON, PAUL | 5.2 NAME | |
| STREET ADDRESS | ONE TOWN CENTER ROAD | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | BOCA RATON FL 33486-1010 | 5.4 CITY-ST-ZIP | |
| TITLE | AS | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | JAMESON, CRAIG E | 6.2 NAME | |
| STREET ADDRESS | ONE TOWN CENTER ROAD | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | BOCA RATON FL 33486-1010 | 6.4 CITY-ST-ZIP | |

14. I 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 officer 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 in any attachment with an address.

SIGNATURE: _____

Paul McMahon, VP & Treasurer

FEB 5 1998

(561) 362-2000

CR2E034 (10/97)

W. R. GRACE & CO.
(A Delaware Corporation)

Directors

As of May 9, 1997

John F. Akers
Hank Brown
Christopher Cheng
Albert J. Costello
Harold A. Eckmann
Marye Anne Fox
James W. Frick
Thomas A. Holmes
Virginia A. Kamsky
John J. Murphy
John E. Phipps
Thomas A. Vanderslice

Class I Directors - Term Expiring in 1999

Hank Brown
Albert J. Costello
Marye Anne Fox
Thomas A. Vanderslice

Class II Directors - Term Expiring in 2000

John F. Akers
Christopher Cheng
Virginia A. Kamsky
John E. Phipps

Class III Directors - Term Expiring in 1998

Harold A. Eckmann
James W. Frick
Thomas A. Holmes
John J. Murphy

W. R. GRACE & CO.
(A Delaware Corporation)

Officers

As of May 9, 1997

| | |
|--|------------------------------|
| Chairman, President and Chief Executive Officer | Albert J. Costello* |
| Executive Vice President and General Counsel | Robert H. Beber* |
| Senior Vice President | Robert J. Bettacchi* |
| Senior Vice President and Chief Financial Officer | Larry Ellberger* |
| Senior Vice President | Pamela J. Hamilton |
| Senior Vice President | James R. Hyde* |
| Senior Vice President | J. Gary Kaenzig, Jr.* |
| Senior Vice President | W. Brian McGowan |
| Vice President and Controller | Kathleen A. Browne |
| Vice President | Stephen E. Karinshak |
| Vice President | Mary Lou Kromer |
| Vice President and Secretary | Robert B. Lamm |
| Vice President and Treasurer | Paul McMahon |
| Vice President | William L. Monroe |
| Vice President | Bernd A. Schulte |
| Vice President and Deputy General Counsel | David B. Siegel |

***Designated as an "executive officer" for Securities and Exchange Commission purposes.**

W. R. GRACE & CO.
(A Delaware Corporation)

Committees

As of May 9, 1997

Audit Committee

Harold A. Eckmann, Chair
Hank Brown
Christopher Cheng
Marye Anne Fox
James W. Frick
Virginia A. Kamsky
Thomas A. Vanderslice

Compensation, Employee Benefits
and Stock Incentive Committee

Thomas A. Holmes, Chair
John F. Akers
Harold A. Eckmann
John J. Murphy
John E. Phipps
Thomas A. Vanderslice

Nominating Committee

John E. Phipps, Chair
John F. Akers
Marye Anne Fox
James W. Frick
Thomas A. Holmes

Committee on Corporate Responsibility

James W. Frick, Chair
Hank Brown
Christopher Cheng
Harold A. Eckmann
Virginia A. Kamsky
John J. Murphy
W. R. GRACE & CO.-CONN.