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COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III, SECRETARY OF STATE
ANNUAL REPORT

RECORD # 0149270

DUE JUNE 30, 2000

(4) FILING FEE

\$15.00

(1) EXACT CORPORATE NAME AND CURRENT PRINCIPAL OFFICE ADDRESS

W. R. GRACE & CO. -CONN.
1750 CLINT MOORE RD.
BOCA RATON, FL 33487

(5) STATE OR COUNTRY OF INCORPORATION

CT

(2) THE PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO

7500 Grace Drive
Columbia, MD 21044

RECEIVED
APR 3 2000
SECRETARY OF STATE
COMMONWEALTH OF KY

(6) DATE OF INCORPORATION OR DATE AUTHORIZED TO TRANSACT BUSINESS

05/14/1954

(3) CURRENT REGISTERED AGENT AND REGISTERED OFFICE ADDRESS

Changes made to the registered agent or registered office cannot be made on this form. Complete (7) to request a form to be mailed or download form from web site

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
421 W. MAIN ST.
FRANKFORT, KY 40601

(7) MAIL A STATEMENT OF CHANGE OF AGENT OR OFFICE TO

(8) PRINCIPAL OFFICERS If the corporation has previously filed an annual report, verify the names & titles of officers listed below. Please note any additions to or changes in the principal officers and give the address for each person listed. If (8) is blank, type or print the names & business addresses of the current principal officers. If sole officer, please note.

| | | |
|--|---|--------------------------------------|
| Chairman | Paul J Norris | 7500 Grace Drive, Columbia, MD 21044 |
| Sr. Vice President | Larry Eilberger W. Brian McGowan | 7500 Grace Drive Columbia, MD 21044 |
| Secretary | David Siegel Mark A. Shelntiz | 7500 Grace Drive Columbia, MD 21044 |
| Treasurer | Paul McViehan Robert M. Tarola | 7500 Grace Drive Columbia, MD 21044 |
| Assistant Treasurer & Director of Tax, | Elyse Napoli Filon | 7500 Grace Drive Columbia, MD 21044 |

(9) DIRECTORS Type or print the names and business addresses of the corporation's directors. No listing of directors is verification that the corporation has dispensed with directors. Nonprofit corporations must list three (3) or more directors.

| | | | |
|------|------------------|---------|-------------------------------------|
| Name | David B. Siegel | Address | 7509 Grace Drive Columbia, MD 21044 |
| Name | Paul J. Norris | Address | 7500 Grace Drive Columbia, MD 21044 |
| Name | Robert M. Tarola | Address | 7500 Grace Drive Columbia, MD 21044 |
| Name | | Address | |
| Name | | Address | |

I VERIFY THAT INFORMATION IN THIS ANNUAL REPORT IS CURRENT AS OF THE DATE THIS REPORT IS EXECUTED.

Elyse Napoli Filon

Elyse Napoli Filon TITLE Assistant Treasurer & Director of Tax

DATED 3/22/00

Signature of Officer or Chairman of the Board



W. R. GRACE & CO.-CONN.
(A Connecticut Corporation)

Directors

Paul J. Norris
David B. Siegel
Robert M. Tarola

Class I Director - Term Expiring in 2001

David B. Siegel

Class II Director - Term Expiring in 2002

Paul J. Norris

Class III Director - Term Expiring in 2000

Robert M. Tarola



W. R. GRACE & CO.-CONN.
(A Connecticut Corporation)

Officers

Chairman, President and
Chief Executive Officer

Paul J. Norris

Senior Vice President
Senior Vice President and
Chief Financial Officer
Senior Vice President
Senior Vice President and
General Counsel
Vice President
Vice President

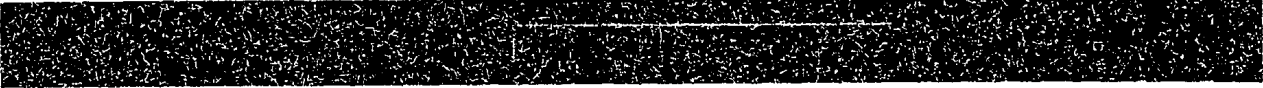
Robert J. Bettacchi

Robert M. Tarola
W. Brian McGowan

David B. Siegel
William M. Corcoran
William L. Monroe

Secretary

Mark A. Shelnitz



W. R. GRACE & CO. (A Delaware Corporation)
W. R. GRACE & CO.-CONN. (A Connecticut Corporation)

Assistant Officers

| | |
|---|--------------------|
| Assistant Controller | Henry C. Lyons |
| Assistant Secretary and Managing Patent Counsel | William L. Baker |
| Assistant Secretary and Senior Environmental Counsel | David M. Cleary |
| Assistant Secretary and Division Counsel | Lynne M. Durbin |
| Assistant Secretary and Chief Group Counsel | O. Mario Favorito |
| Assistant Secretary and Managing Patent Counsel | Robert A. Maggio |
| Assistant Treasurer and Director of Tax | Elyse Napoli Filon |