WR Grace

SR00000722

Bankruptcy Form 10

Index Sheet

Claim Number: 00014353

Receive Date: 03/31/2003

Multiple Claim Reference

Claim Number _____

- [ ] MMPOC Medical Monitoring Claim Form
- [ ] PDPOC Property Damage
- [ ] NAPO Non-Asbestos Claim Form
- [ ] Amended

Claim Number _____

- [ ] MMPOC Medical Monitoring Claim Form
- [ ] PDPOC Property Damage
- [ ] NAPO Non-Asbestos Claim Form
- [ ] Amended

Attorney Information

Firm Number:

Firm Name:

Attorney Number:

Attorney Name:

Zip Code:

Cover Letter Location Number:

Attachments Medical Monitoring	Attachments Property Damage	Non-Asbestos
[ ] TBD	[ ] TBD	[X] Other Attachments
[ ] TBD	[ ] TBD	
[ ] TBD	[ ] TBD	
[ ] TBD	[ ] TBD	
[ ] TBD	[ ] TBD	
	[ ] Other Attachments	

Other

- [ ] Non-Standard Form
- [ ] Amended
- [ ] Post-Deadline Postmark Date

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF Delaware

GRACE NON-ASBESTOS PROOF OF CLAIM FORM

Name of Debtor:[1] W.R. Grace & Co.-Conn.

Case Number 01-1179

NOTE: Do not use this form to assert an Asbestos Personal Injury Claim, a Settled Asbestos Claim or a Zonolite Attic Insulation Claim. Those claims will be subject to a separate claims submission process. This form should also not be used to file a claim for an Asbestos Property Damage Claim or Medical Monitoring Claim. A specialized proof of claim form for each of these claims should be filed.

Name of Creditor (The person or other entity to whom the Debtor owes money or property):
CPI Packaging, Inc.

☒ Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. See Annex A

☐ Check box if you have never received any notices from the bankruptcy court in this case.

☒ Check box if the address differs from the address on the envelope sent to you by the court.

THIS SPACE IS FOR COURT USE ONLY

Name and address where notices should be sent:

CPI Packaging, Inc.
c/o Sealed Air Corporation
Park 80 East
Saddle Brook, NJ 07663
Attention: H. Katherine White

Account or other number by which creditor identifies Debtor:

Check here ☐ replaces
if this claim ☐ amends a previously filed claim, dated:_____

Corporate Name, Common Name, and/or d/b/a name of specific Debtor against whom the claim is asserted:
W.R. Grace & Co.-Conn.

1. Basis for Claim
- ☐ Goods sold
- ☐ Services performed
- ☐ Environmental liability
- ☐ Money loaned
- ☐ Non-asbestos personal injury/wrongful death
- ☐ Taxes
- ☒ Other See Annex B

☐ Retiree benefits as defined in 11 U.S.C. § 1114(a)
☐ Wages, salaries, and compensation (fill out below)

Your SS #:_____ _____ _____
Unpaid compensation for services performed
from _____ to _____ (date)

2. Date debt was incurred: On and after March 30, 1998

3. If court judgment, date obtained:

4. Total Amount of Claim at Time Case Filed: $ 4,811,962,836.55 -- See Annex B

If all or part of your claim is secured or entitled to priority, also complete Item 5 below.

☒ Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

5. Classification of Claim. Under the Bankruptcy Code all claims are classified as one or more of the following: (1) Unsecured Nonpriority, (2) Unsecured Priority, (3) Secured. It is possible for part of a claim to be in one category and part in another. CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM AT TIME CASE FILED.

☐ SECURED CLAIM (check this box if your claim is secured by collateral, including a right of setoff.)

Brief Description of Collateral:

☐ Real Estate ☐ Other (Describe briefly) _____

Amount of arrearage and other charges at time case filed included in secured claim above, if any: $_____

Attach evidence of perfection of security interest

☒ UNSECURED NONPRIORITY CLAIM

A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim.

☐ UNSECURED PRIORITY CLAIM - Specify the priority of the claim.

☐ Wages, salaries, or commissions (up to $4650), earned not more than 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3).

☐ Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4).

☐ Taxes or penalties of governmental units - 11 U.S.C. § 507(a)(7).

☐ Other - Specify applicable paragraph of 11 U.S.C. § 507(a(_____).

6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

7. Supporting Documents: *Attach copies of supporting documents,* such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.

8. Acknowledgement: Upon receipt and processing of this Proof of Claim, you will receive an acknowledgement card indicating the date of filing and your unique claim number. If you want a file stamped copy of the Proof of Claim form itself, enclose a self-addressed envelope and copy of this proof of claim form.

This Space is for Court Use Only

RECEIVED
MAR 31 2003
CLAIMS ADMINISTRATOR
RUST CONSULTING, INC.

Date 3/26/03

Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):

H. Katherine White H Katherine White, Vice President

WR Grace BF.48.189.9441
00014353
SR=722

[1] See General Instructions and Claims Bar Date Notice and its exhibits for names of all Debtors and "oth

Annex A to Proof of Claim Form of United States Affiliates of Cryovac, Inc.

All of the elements of the claim herein are the subject of claims filed by Sealed Air Corporation (US) and Cryovac, Inc. and its affiliates. The underlying elements of this claim are also components of a claim filed by Sealed Air Corporation. Specifically, components of Sealed Air Corporation's claim relating to: indemnification for asbestos-related claims; indemnification for potential claims of Fresenius Medical Care, Inc. and its affiliates; contingent unliquidated claims for liabilities under the Tax Sharing Agreement; Net Benefit Amount liability regarding foreign pensions;, severance costs related to U.S. and non-U.S. employees; pre-merger taxes and related costs associated with transferred employees; adjustment to Sealed Air Corporation's share of contribution for severance of W.R. Grace employees; site separation costs; transaction costs; IS separation costs; and costs and expenses of printing and mailing the Joint Proxy Statement and the Grace registration statement, are all subject to the claim filed herein.

ANNEX B TO PROOF OF CLAIM OF UNITED STATES AFFILIATES
OF CRYOVAC, INC. IN THE CHAPTER 11 CASE OF
W.R. Grace & Co.-Conn. (Case No. 01-1179)

A. **Claim Calculation**

Claim Component	Amount Attributed to Claim Component	Source of Claim
1. Indemnification for Asbestos Related Claims, Including, Without limitation, on Account of the Cases Listed on Schedule 1.	$4,800,000,000.00 (estimated)[1]	Section 1.01 (definition of Packco Liabilities[2]) and section 4.02(a)[3] of the Distribution Agreement, dated as of March 30, 1998, by and among W.R. Grace & Co., W.R. Grace & Co.-Conn., and Grace Specialty Chemicals Inc., as amended, and other related agreements (the "Distribution Agreement")
2. Indemnification for Potential Claims by Fresenius Medical Care, Inc. and Its Affiliates	Unknown[4]	Section 1.01 and 4.02(a) of the Distribution Agreement and the TSA as defined in item 3
3. Contingent Unliquidated Claims for Liabilities Under the Tax Sharing Agreement, dated as of March 30, 1998, by and among W.R. Grace & Co., W.R. Grace & Co.-Conn. and Sealed Air Corporation (the "TSA")[5]	All liabilities relating to taxes, including interest, penalties and additions thereto, and all other amounts, required to be paid by W.R. Grace & Co.-Conn. or W.R. Grace & Co. to Sealed Air Corp. or any of its affiliates pursuant to the TSA and/or under the Distribution Agreement	1.Section 1.01 and 4.02(a) of the Distribution Agreement 2. The TSA

Claim Component	Amount Attributed to Claim Component	Source of Claim
4. Net Benefit Amount Liability Regarding Foreign Pensions	$8,520,000.00	1. Distribution Agreement; 2. Employment Benefits Allocation Agreement, dated as of March 30, 1998, by and among W.R. Grace & Co., W.R. Grace & Co.-Conn., and Grace Specialty Chemicals, Inc., as amended (the "EBA") (Exhibit C hereto); and 3. Agreement Regarding Foreign Pension and Employee Matters, dated as of March 30, 1998 by and among W.R. Grace & Co., W.R. Grace & Co.-Conn., Grace Specialty Chemicals, Inc., and Sealed Air Corporation, as amended (the "FPA")
5. Severance and Other Benefits and Costs Reimbursable by W.R. Grace & Co. Relating to U.S. Packaging Employees	$1,072,654.00	1. Section 5.01 of the EBA 2. Section 1.01 (definition of Packco Liabilities) of the Distribution Agreement
6. Pre-Merger Taxes and Related Costs Associated with Transferred Employees on International Assignments	$485,569.83	1. Sections 1.01, 6.01, and 7.03 of the EBA 2. The FPA
7. Severance Costs Relating to Non-U.S. Employees	$457,547.00	Section 3.02 of the FPA
8. Adjustment to Sealed Air Corp.'s Share of Contribution for Severance of W.R. Grace Employees	$121,111.00	Section 8.04 of the Distribution Agreement

Claim Component	Amount Attributed to Claim Component	Source of Claim
9. Site Separation Costs	Unknown	Section 8.04 of the Distribution Agreement and related agreements
10. Transaction Costs	$864,021.06	Section 8.04 of the Distribution Agreement
11. IS Separation Costs	$441,933.66 (Schedule 2)	Section 8.04 of the Distribution Agreement and related IT separation agreements
Total Claim Amount	$4,811,962,836.55	

B. **Additional Statements/Qualifications**

1. The claimant is submitting this proof of claim in an aggregate amount which includes estimated amounts as well as contingent claims for various elements, as more specifically stated in Part A of this Annex. The claimant is reserving the right to amend the amount claimed herein based on the occurrence of contingencies, future estimates and/or the fixing of the estimated amounts.

2. The documentation supporting the claim is voluminous. Certain of supporting documentation is attached to, inter alia, the claim of Sealed Air Corporation in Case No. 01-1139, and is incorporated herein by reference. All supporting documentation necessary to support the claim is available upon request.

3. The claim is not subject to any setoff or counterclaim, except to the extent that the debtor or other party may take any action that would give rise to a right of setoff, recoupment, counterclaim or other rights or claim that the claimant may have against the debtor.

4. Subject to paragraph 3 above, this claim is a general unsecured claim.

5. The claimant does not waive any right to any security held by or on behalf of the claimant or claimant's right to claim specific assets or other right or rights of action that the claimant has or may have against the debtor.

6. The claimant reserves its right generally to (a) amend, update, or supplement this proof of claim at any time and in any respect, including, without limitation, (i)

designating any portion of it as entitled to a secured, priority or administrative expense status and (ii) asserting additional claims arising under the Merger Agreement, Distribution Agreement, the TSA, and all other agreements related thereto; (b) file a request for payment of an administrative or priority expense, (c) assert any post-petition liabilities against the debtor or (d) file claims or other payment demands with respect of executory contracts that have not been rejected as of the date hereof.

Endnotes

1. This claim will be eliminated if the parties enter into the Settlement Agreement as currently contemplated in Adv. P. No. 02-2210 (the "Settlement Agreement") and a chapter 11 plan consistent with the terms of such pending settlement is confirmed.

2. Section 1.01 provides, ". . . Packco liabilities shall not, in any event, include: . . . (e) Liabilities, whether such Liabilities relate to events, occurrences or circumstances occurring or existing, or whether such Liabilities arise, before, on or after the Distribution Date, relating to asbestos or asbestos-containing materials manufactured and/or sold (collectively "Asbestos Activities") by Grace, Grace-Conn. or any of their respective Subsidiaries, affiliates or predecessors . . .."

3. Section 4.02(a) provides, " . . . [T]he New Grace Group shall indemnify, defend and hold harmless the Packco Indemnitees from and against (i) all Indemnifiable Losses arising out of or due to the failure or alleged failure of any member of the New Grace Group (x) to pay any Grace-Conn. Liabilities (including, without limitation, all Liabilities specifically excluded from the definition of Packco Liabilities herein), whether such Indemnifiable Losses relate to events, occurrences or circumstances occurring or existing, or whether such Indemnifiable Losses are asserted, before or after the Distribution Date . . .."

4. Endnote 1 similarly applies to this item.

5. This claim will be eliminated upon assumption of the TSA as currently contemplated by the Settlement Agreement.

SCHEDULE 1

SEALED AIR CORPORATION

Listing of Cases for Bankruptcy Proof of Claim

CASE	COURT	SERVED
Tchoryk v. A-Best Products Co., et al., Case No. CV02464187 D65 CM	Ct. Com. Pl., Cuyahoga County, Ohio	NA
Gambrell v. Asbestos Claims Management Corp., et al., Case No. CV 98-7550	Cir. Ct. of Jefferson County, Alabama	12/22/1998
Priest v. W.R. Grace & Co.-Conn., DV-99-4	Lincoln County Dist. Ct., 19th Jud. Dist., Mont.	01/08/1999
Lindholm, et al. V. W.R. Grace & Co., MDL 1376 (D. Mass.)	D. Mass.	02/22/2000
Grenfell v. W.R. Grace & Co., et al., MDL 875 (E.D. Pa.)	E.D. Pa.	03/09/2000
Tennison v. W.R. Grace & Co., et al., U.S. District Case No. CV 00-035-M-DWM	D. Mont., Missoula Div.	03/09/2000
Barbanti v. W.R. Grace & Co.-Conn., et al., Case No. 00201756-6	Super.Ct., Spokane Cty., Wash.	03/30/2000
Price v. W. R. Grace & Co., et al., MDL 1376 (D. Mass.)	D. Mass.	04/28/2000
Goldstein, et al. v. W.R. Grace & Co., et al. MDL 1376 (D. Mass.)	D. Mass.	05/08/2000
Chakarian v. W.R. Grace & Co., MDL 875 (E.D. Pa.)	E.D. Pa.	05/16/2000
Hunter v. W.R. Grace & Co., et al., MDL 1376 (D. Mass.)	D. Mass	07/24/2000
Seibolts v. W.R. Grace & Co.-Conn., et al., MDL 875	E.D. Pa.	09/01/2000
Groh v. W.R. Grace & Co.-Conn., et al., MDL 875	E.D. Pa.	09/01/2000
Johnson v. W.R. Grace & Co.-Conn., et al., MDL 875	E. D. Pa.	09/01/2000

CASE	COURT	SERVED
McMurchie v. W.R. Grace & Co.-Conn., et al., Case No. PI 00-015072	Hennepin County Dist. Court, 4th Jud. Dist. Minn.	10/18/2000
Abner v. W.R. Grace & Co., et al., Case No. 315465	Super. Ct., San Francisco County., Cal.	11/27/2000
Mihalovich v. W.R. Grace & Co.-Conn., et al., Case No. CS-01-0036-FVS	E. D. Wash.	02/01/2001
Simpson v. Owens-Corning f/k/a Owens-Corning Fiberglas Corp., et al., Case No. 1999-CI-16239	Bexar County Dist. Ct., 37th Jud. Dist., Tex.	02/23/2001
Lerma v. AcandS, Inc., et al., Case No. 00-5898-F	Nueces County Dist. Ct., 214th Jud. Dist., Tex.	03/02/2001
Dunn v. Owens-Corning f/k/a Owens-Corning Fiberglas Corp., et al., Case No. 00-3385-A	Nueces County Dist. Ct., 28th Jud. Dist., Tex.	03/02/2001
Milner v. Owens-Corning f/k/a Owens-Corning Fiberglas Corp., et al., Case No. 00-4479-G	Nueces County Dist. Ct., 319th Jud. Dist., Tex.	03/02/2001
Brant v. W.R. Grace & Co.-Conn, et al., Case No. 01201043-8	Super.Ct., Spokane Cty., Wash.	03/02/2001
Mumphrey v. AcandS, Inc., et al., Case No. 44929-A	County Ct. of Smith County at Law 2	03/05/2001
Ashna v. AcandS, Inc., et al., Case No. 01-558-E	Nueces County Dist. Ct., 148th Jud. Dist., Tex.	03/05/2001
Bell v. Owens-Corning f/k/a Owens-Corning Fiberglas Corp., et al., Case No. 5376-B	Nueces County Dist. Ct., 117th Jud. Dist., Tex.	03/20/2001
Painter v. AP Green Indistries, Inc., et al., Case No. CC-99-08920-C	County Ct. of Dallas County at Law 3	03/23/2001
Painter v. AP Green Industries, Inc., et al., Case No. DV01-01002-H	Dallas County Dist. Ct., 160th Jud. Dist., Tex.	03/23/2001

CASE	COURT	SERVED
Eggert v. W.R. Grace & Co.-Conn, et al., Case No. CIV0 1-0121-N-EJL	D. Idaho	03/26/2001
Woodward v. Sealed Air Corporation (US), et al., Case No. 01-10547 PBS	D. Mass.	04/03/2001
Blankenship v. A-Best Products Company, et al., Case No. 01-433591-CV	Ct. Com. Pl., Cuyahoga County, Ohio	04/09/2001
McDonald, et al. v. A-Best Products Company, et al., Case No. 01-434358-CV	Ct. Com. Pl., Cuyahoga County, Ohio	04/09/2001
Snyder v. A-Best Products Company, et al., Case No. 01-433800-CV	Ct. Com. Pl., Cuyahoga County, Ohio	04/10/2001
Blanton v. A-Best Products Company, et al., Case No. 01-433799-CV	Ct. Com. Pl., Cuyahoga County, Ohio	04/10/2001
Brenskelle v. A-Best Products Company, et al., Case No. 01-433859-CV	Ct. Com. Pl., Cuyahoga County, Ohio	04/12/2001
Christy, et al. v. A-Best Products Company, et al., Case No. 01-434225-CV	Ct. Com. Pl., Cuyahoga County, Ohio	04/16/2001
Benshoff, et al. v. A-Best Products Company, et al., Case No. 01-434509-CV	Ct. Com. Pl., Cuyahoga County, Ohio	04/16/2001
Zaranka, et al. v. A-Best Products Company, et al., Case No. 01-434221	Ct. Com. Pl., Cuyahoga County, Ohio	04/16/2001
Alley v. A-Best Products Company, et al., Case No. 01-433801-CV	Ct. Com. Pl., Cuyahoga County, Ohio	04/16/2001
Cody, et al. v. A-Best Products Company, et al., Case No. 01-434308-CV	Ct. Com. Pl., Cuyahoga County, Ohio	04/16/2001
Black, et al. v. A-Best Products Company, et al., Case No. 01-437441-CV	Ct. Com. Pl., Cuyahoga County, Ohio	04/16/2001

CASE	COURT	SERVED
Hopkins, et al. v. A-Best Products Company, et al., Case No. 375292, et al. 6300 consolidated actions with separate case numbers.	Ct. Com. Pl., Cuyahoga County, Ohio	04/16/2001
Luscombe, et al. v. A-Best Products Company, et al., Case No. 01-434171-CV	Ct. Com. Pl., Cuyahoga County, Ohio	04/16/2001
Davenport, et al. v. A-Best Products Company, et al., Case No. 01-434687-CV	Ct. Com. Pl., Cuyahoga County, Ohio	04/19/2001
Brown, J. v. A-Best Products Company, et al., Case No. 01-434572-CV	Ct. Com. Pl., Cuyahoga County, Ohio	04/20/2001
Vasil, et al. v. A-Best Products Company, et al., Case No. 01-434523-CV	Ct. Com. Pl., Cuyahoga County, Ohio	04/20/2001
Abbadini, et al. v. A-Best Products Company, et al., Case No. 01-434871-CV	Ct. Com. Pl. Cuyahoga County, Ohio	04/23/2001
Lonchar, et al. v. A-Best Products Company, et al., Case No. 01-434821-CV	Ct. Com. Pl., Cuyahoga County, Ohio	04/23/2001
Dye, et al. v. BF Goodrich Company, et al., Case No. 01-434737-CV	Ct. Com. Pl., Cuyahoga County, Ohio	04/23/2001
Brown, M.J., et al. v. A-Best Products Company, et al., Case No. 434637-CV	Ct. Com. Pl., Cuyahoga County, Ohio	04/24/2001
Jackson, et al. v. A-Best Products Company, et al., Case No. 01-435398-CV	Ct. Com. Pl., Cuyahoga County, Ohio	05/04/2001
Ameduri, et al. v. A-Best Products Company, et al., Case No. 01-435033	Ct. Com. Pl., Cuyahoga County, Ohio	05/07/2001
Robinson, et al. v. A-Best Products Company, et al., Case No. 01-435215-CV	Ct. Com. Pl., Cuyahoga County, Ohio	05/07/2001

CASE	COURT	SERVED
Hill, et al. v. A-Best Products Company, et al., Case No. 01-435083-CV	Ct. Com. Pl., Cuyahoga County, Ohio	05/08/2001
Wilson, et al. v. A-Best Products Company, et al., Case No. 01-435265-CV	Ct. Com. Pl., Cuyahoga County, Ohio	05/08/2001
Butler v. A-Best Products Company, et al., Case No. 01-436057-CV	Ct. Com. Pl., Cuyahoga County, Ohio	05/14/2001
Abrom, et al. v. A-Best Products Company, et al., Case No. 01-435983-CV	C. P. Cuyahoga County, Ohio	05/14/2001
Thomas, et al. v. A-Best Products Company, et al., Case No. 01-435758-CV	Ct. Com. Pl., Cuyahoga County, Ohio	05/14/2001
Fuzell, et al. v. A-Best Products Company, et al., Case No. 01-435588-435637	Ct. Com. Pl., Cuyahoga County, Ohio	05/14/2001
Murray, et al. v. A-Best Products Company, et al., Case No. 01-435933-CV	Ct. Com. Pl., Cuyahoga County, Ohio	05/14/2001
Rogers, et al. v. A-Best Products Company, et al., Case No. 01-435808-CV	Ct. Com. Pl., Cuyahoga County, Ohio	05/14/2001
Grasse, et al. v. A-Best Products Company, et al., Case No. 01-435638-CV	Ct. Com. Pl., Cuyahoga County, Ohio	05/14/2001
Dann, et al. v. A-Best Products Company, et al., Case No. 01-435448-CV	Ct. Com. Pl., Cuyahoga County, Ohio	05/15/2001
Krutil, et al. v. A-Best Products Company, et al., Case No. 01-436599-CV	Ct. Com. Pl., Cuyahoga County, Ohio	05/16/2001
Louis, et al. v. A-Best Products Company, et al., Case No. 01-437204-CV	Ct. Com. Pl., Cuyahoga County, Ohio	05/16/2001
Hovanic, et al. v. A-Best Products Company, et al., Case No. 01-437552-CV	Ct. Com. Pl., Cuyahoga County, Ohio	05/16/2001

CASE	COURT	SERVED
Allen, et al. v. A-Best Products Company, et al., Case No. 01-437462-CV	Ct. Com. Pl. Cuyahoga County, Ohio	05/16/2001
Richardson, et al. v. A-Best Products Company, et al., Case No. 437006-CV	Ct. Com. Pl., Cuyahoga County, Ohio	05/16/2001
Peel, et al. v. A-Best Products Company, et al., Case No. 01-437410-CV	Ct. Com. Pl., Cuyahoga County, Ohio	05/16/2001
Bailey, et al. v. A-Best Products Company, et al., Case No. 01-437372-CV	Ct. Com. Pl., Cuyahoga County, Ohio	05/16/2001
Horrison, et al. v. A-Best Products Company, et al., Case No. 437453-CV	Ct. Com. Pl., Cuyahoga County, Ohio	05/16/2001
Greer, et al. v. A-Best Products Company, et al., Case No. 01-436771-CV	Ct. Com. Pl., Cuyahoga County, Ohio	05/17/2001
Clements, et al. v. A-Best Products Company, et al., Case No. 01-436822-CV	Ct. Com. Pl., Cuyahoga County, Ohio	05/17/2001
Hampton, et al. v. A-Best Products Company, et al., Case No. 01-437154-CV	Ct. Com. Pl., Cuyahoga County, Ohio	05/17/2001
Adams, et al. v. A-Best Products Company, et al., Case No. 01-436956-CV	Ct. Com. Pl. Cuyahoga County, Ohio	05/17/2001
White v. A-Best Products Company, et al. Case No. 01-438773-CV D97 CM	Ct. Com. Pl., Cuyahoga County, Ohio	05/23/2001
White, et al. v. A-Best Products Co., et al., Case No. 01-438773-CV D97 CM	Ct. Com. Pl., Cuyahoga County, Ohio	05/23/2001
Straub v. A-Best Products Co., et al., Case No. 01-439617-CV D93 CM	Ct. Com. Pl., Cuyahoga County, Ohio	06/04/2001

CASE	COURT	SERVED
McCallum, et al. v. A-Best Products Co., et al., Case No. 01-439786-CV D94 CM	Ct. Com. Pl., Cuyahoga County, Ohio	06/05/2001
Kelly, et al. v. A-Best Products Co., et al., Case No. 01-441196-CV D71 CM	Ct. Com. Pl., Cuyahoga County, Ohio	06/18/2001
Barrett, et al. v. A-Best Products Co., et al., Case No. 01-441288-CV D94 CM	Ct. Com. Pl., Cuyahoga County, Ohio	06/18/2001
Barnett, et al. v. A-Best Products Co., et al., Case No. 01-441440-CV D92 CM	Ct. Com. Pl., Cuyahoga County, Ohio	06/18/2001
D'Andrea, et al. v. A-Best Products Co., et al., Case No. 01-441534-CV D71 CM	Ct. Com. Pl., Cuyahoga County, Ohio	06/18/2001
Peters, et al. v. A-Best Products Co., et al., Case No. 01-441303-CV D92 CM	Ct. Com. Pl., Cuyahoga County, Ohio	06/18/2001
Bartles, et al. v. A-Best Products Co., et al., Case No. 01-441643-CV D71 CM	Ct. Com. Pl., Cuyahoga County, Ohio	06/20/2001
Walton, et al. v. A-Best Products Co., et al., Case No.	Ct. Com. Pl., Cuyahoga County, Ohio	07/02/2001
Gossard, et al. v. A-Best Products Co., et al., Case No. 01-442866-CV D70 CM	Ct. Com. Pl., Cuyahoga County, Ohio	07/20/2001
Martin, et al. v. A-Best Products Co., et al., Case No. 01-443138-CV D70 CM	Ct. Com. Pl., Cuyahoga County, Ohio	07/20/2001
Colonna, et al. v. A-Best Products Co., et al., Case No. 01-443289-CV D70 CM	Ct. Com. Pl., Cuyahoga County, Ohio	07/20/2001
Alvarado, et al. v. A-Best Products Co., et al., Case No. 01-443307-CV D91 CM	Ct. Com. Pl., Cuyahoga County, Ohio	07/23/2001

CASE	COURT	SERVED
Formica, et al. v. A-Best Products Co., et al., Case No. 01-443539-CV D39 CM	Ct. Com. Pl., Cuyahoga County, Ohio	07/23/2001
Porter, et al. v. A-Best Products Co., et al., Case No. 01-443793-CV D93 CM	Ct. Com. Pl., Cuyahoga County, Ohio	07/23/2001
Brown, et al. v. A-Best Products Co., et al., Case No. 01-443678-CV D93 CM	Ct. Com. Pl., Cuyahoga County, Ohio	07/23/2001
Christian, et al. v. A-Best Products Co., et al., Case No. 01-443330-CV D91 CM	Ct. Com. Pl., Cuyahoga County, Ohio	07/23/2001
Greathouse, et al. v. A-Best Products Co., et al., Case No. 01-444829-CV D70 CM	Ct. Com. Pl., Cuyahoga County, Ohio	08/03/2001
Mainguy, et al. v. A-Best Products Co., et al., Case No. 01-444830-CV D70 CM	Ct. Com. Pl., Cuyahoga County, Ohio	08/06/2001
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CASE	COURT	SERVED
Elser v. A-Best Products Co., et al., Case No. CV02464532 D86 CM	Ct. Com. Pl., Cuyahoga County, Ohio	06/24/2002
Glover v. A-Best Products Co., et al., Case No. CV02464494 D82 CM	Ct. Com. Pl., Cuyahoga County, Ohio	06/24/2002
Moore v. A-Best Products Co., et al., Case No. CV02473328 D97 CM	Ct. Com. Pl., Cuyahoga County, Ohio	06/27/2002
Hawkins v. A-Best Products Co., et al., Case No. CV02464667 D86 CM	Ct. Com. Pl., Cuyahoga County, Ohio	06/27/2002
Guy A-Best Products Co., et al., Case No. CV0246898261 CM	Ct. Com. Pl., Cuyahoga County, Ohio	06/27/2002
Barber v. A-Best Products Co., et al., Case No. CV02468962 D81 CM	Ct. Com. Pl., Cuyahoga County, Ohio	06/27/2002
Morgan A.W. Chesterson Co., et al., Case No. CV02473132 D89 CM	Ct. Com. Pl., Cuyahoga County, Ohio	06/27/2002
Arledge v. A-Best Products Co., et al., Case No. CV02468929 D61 CM	Ct. Com. Pl., Cuyahoga County, Ohio	06/27/2002
Frazier v. A-Best Products Co., et al., Case No. CV02464582 D86 CM	Ct. Com. Pl., Cuyahoga County, Ohio	07/01/2002
McIntoch v. A-Best Products Co., et al., Case No. CV02473330 D78 CM	Ct. Com. Pl., Cuyahoga County, Ohio	07/01/2002
Frisby v. A-Best Products Co., et al., Case No. CV02473329 D88 CM	Ct. Com. Pl., Cuyahoga County, Ohio	07/01/2002
Hatcher v. A-Best Products Co., et al., Case No. CV02469042 D80 CM	Ct. Com. Pl., Cuyahoga County, Ohio	07/08/2002

CASE	COURT	SERVED
Chaney v. A-Best Products Co., et al., Case No. CV02469092 D77 CM	Ct. Com. Pl., Cuyahoga County, Ohio	07/08/2002
Pisciotta v. Sealed Air Corp., et al. Case No. 02-114274	Sup.Ct., New York County, New York	07/08/2002
Cash v. A-Best Products Co., et al., Case No. CV02469197 D99 CM	Ct. Com. Pl., Cuyahoga County, Ohio	07/08/2002
Robinson v. A-Best Products Co., et al., Case No. CV02474041 D88 CM	Ct. Com. Pl., Cuyahoga County, Ohio	07/10/2002
Adorno v. A-Best Products Co., et al., Case No. CV02475230 D76 CM	Ct. Com. Pl., Cuyahoga County, Ohio	07/24/2002
Marvin v. A-Best Products Co., et al., Case No. CV02476391 D125 CM	Ct. Com. Pl., Cuyahoga County, Ohio	07/29/2002
Weirauch v. A-Best Products Co., et al., Case No. CV02469200 D58 CM	Ct. Com. Pl., Cuyahoga County, Ohio	08/02/2002
Bope v. A.W. Chesterson Co., et al., Case No. CV02475429 D90 CM	Ct. Com. Pl., Cuyahoga County, Ohio	08/02/2002
Santore v. A-Best Products Co., et al., Case No. CV02475717 D78 CM	Ct. Com. Pl., Cuyahoga County, Ohio	08/19/2002
Leephart v. A-Best Products Co., et al., Case No. CV02478543 D28 CM	Ct. Com. Pl., Cuyahoga County, Ohio	08/27/2002
Fortune v. A-Best Products Co., et al., Case No. CV02478550 D77 CM	Ct. Com. Pl., Cuyahoga County, Ohio	08/27/2002
Haring v. A-Best Products Co., et al., Case No. CV02478553 D77 CM	Ct. Com. Pl., Cuyahoga County, Ohio	08/29/2002
Novak v. A-Best Products Co., et al., Case No. CV02478556 D95 CM	Ct. Com. Pl., Cuyahoga County, Ohio	08/30/2002

CASE	COURT	SERVED
Kettner v. A-Best Products Co., et al., Case No. CV02479582 D88 CM	Ct. Com. Pl., Cuyahoga County, Ohio	09/06/2002
Castillo v. A-Best Products Co., et al., Case No. CV02479583 D77 CM	Ct. Com. Pl., Cuyahoga County, Ohio	09/06/2002
Meltz v. A-Best Products Co., et al., Case No. CV02479581 D77 CM	Ct. Com. Pl., Cuyahoga County, Ohio	09/06/2002
Wiley v. A-Best Products Co., et al., Case No. CV02475757 D75 CM	Ct. Com. Pl., Cuyahoga County, Ohio	09/10/2002
Cameron v. A-Best Products Co., et al., Case No. CV02475785 D78 CM	Ct. Com. Pl., Cuyahoga County, Ohio	09/10/2002
Evans v. A-Best Products Co., et al., Case No. CV02478676	Ct. Com. Pl., Cuyahoga County, Ohio	09/27/2002
Tyus v. A-Best Products Co., et al., Case No. CB02478776	Ct. Com. Pl., Cuyahoga County, Ohio	09/30/2002
Jarrell v. A-Best Products Co., et al., Case No. 2478835	Ct. Com. Pl., Cuyahoga County, Ohio	10/04/2002
Swoope v. A-Best Products Co., et al., Case No. CV02476789	Ct. Com. Pl., Cuyahoga County, Ohio	10/04/2002
Feazell v. A-Best Products Co., et al., Case No. CB02478815	Ct. Com. Pl., Cuyahoga County, Ohio	10/04/2002
Raymond v. A-Best Products Co., et al., Case No. CV02478947	Ct. Com. Pl., Cuyahoga County, Ohio	10/07/2002
Banas v. A-Best Products Co., et al., Case No. CV02478847	Ct. Com. Pl., Cuyahoga County, Ohio	10/07/2002

CASE	COURT	SERVED
Mitchell v. A-Best Products Co., et al., Case No. CV02478897	Ct. Com. Pl., Cuyahoga County, Ohio	10/07/2002
Holovach v. A-Best Products Co., et al., Case No. CV02478726	Ct. Com. Pl., Cuyahoga County, Ohio	10/07/2002
Durko v. A-Best Products Co., et al., Case No. CV02482887	Ct. Com. Pl., Cuyahoga County, Ohio	10/09/2002
Jones v. A-Best Products Co., et al., Case No. CV02483396	Ct. Com. Pl., Cuyahoga County, Ohio	10/11/2002
Brown v. A-Best Products Co., et al., Case No. CV02483395	Ct. Com. Pl., Cuyahoga County, Ohio	10/11/2002
Hasson v. A.W. Chesterson Co., et al., Case No. CV02483401 D84 CM	Ct. Com. Pl., Cuyahoga County, Ohio	10/15/2002
Bogan v. A-Best Products Co., et al., Case No. CV02480484 D74 CM	Ct. Com. Pl., Cuyahoga County, Ohio	10/18/2002
West v. A-Best Products Co., et al., Case No. CV02480584 D77 CM	Ct. Com. Pl., Cuyahoga County, Ohio	10/18/2002
Row v. A-Best Products Co., et al., Case No. CV02480634 D74 CM	Ct. Com. Pl., Cuyahoga County, Ohio	10/18/2002
Arntz v. A.W. Chesterson Co., et al., Case No. CV02482175 D87 CM	Ct. Com. Pl., Cuyahoga County, Ohio	10/21/2002
Anderson v. A-Best Products Co., et al., Case No. CV02480754 D57 CM	Ct. Com. Pl., Cuyahoga County, Ohio	10/21/2002
Coleman v. A-Best Products Co., et al., Case No. CV02480672 D77 CM	Ct. Com. Pl., Cuyahoga County, Ohio	10/21/2002

CASE	COURT	SERVED
Channels v. A-Best Products Co., et al., Case No. CV02480534 D77 CM	Ct. Com. Pl., Cuyahoga County, Ohio	10/21/2002
Ohneck v. A-Best Products Co., et al., Case No. CV02484711 D26 CM	Ct. Com. Pl., Cuyahoga County, Ohio	10/30/2002
Briggs v. A-Best Products Co., et al., Case No. CV02484708 D76 CM	Ct. Com. Pl., Cuyahoga County, Ohio	10/30/2002
Dailey v. A-Best Products Co., et al., Case No. CV02483235 D83 CM	Ct. Com. Pl., Cuyahoga County, Ohio	10/30/2002
Workman v. A.W. Chesterson Inc., et al., Case No. CV02484857 D73 CM	Ct. Com. Pl., Cuyahoga County, Ohio	11/01/2002
McKee v. Pfizer, et al., Case No. CV02484712 D70 CM	Ct. Com. Pl., Cuyahoga County, Ohio	11/01/2002
Hanshew v. Pfizer, et al., Case No. CV02484709 D76 CM	Ct. Com. Pl., Cuyahoga County, Ohio	11/01/2002
Dunlap v. A.W. Chesterson Inc., et al., Case No. CV02485862 D74 CM	Ct. Com. Pl., Cuyahoga County, Ohio	11/15/2002
Howieson v. A.W. Chesterson Inc., et al., Case No. CV02485862 D74 CM	Ct. Com. Pl., Cuyahoga County, Ohio	11/25/2002
Yavornitzky v. A.W. Chesterson Inc., et al., Case No. CV02486823 D48 CM	Ct. Com. Pl., Cuyahoga County, Ohio	12/03/2002
Rose v. A.W. Chesterson Inc., et al., Case No. CV02485862 D74 CM	Ct. Com. Pl., Cuyahoga County, Ohio	12/03/2002
Tuttle v. A-Best Products Co., et al., Case No. CV02487577 D86 CM	Ct. Com. Pl., Cuyahoga County, Ohio	12/04/2002

CASE	COURT	SERVED
Roswitha v. A.W. Chesterson Inc., et al., Case No. CV02487980 D72 CM	Ct. Com. Pl., Cuyahoga County, Ohio	12/06/2002
Direnzo v. A.W. Chesterson Inc., et al., Case No. CV02488122 D75 CM	Ct. Com. Pl., Cuyahoga County, Ohio	12/12/2002
Black et. al. v. Foster Wheeler Energy Corp., et. al., Case No. CV02489093 D55 CM	Ct. Com. Pl., Cuyahoga County, Ohio	12/27/2002
Pennington v. Pfizer Inc., et. al., Case No. CV02489468	Ct. Com. Pl., Cuyahoga County, Ohio	12/27/2002
Comley v. Foster Wheeler Energy Corp., et. al., Case No. CV02489467 D55 CM	Ct. Com. Pl., Cuyahoga County, Ohio	12/27/2002
Lopresti v. A.W. Chesterton, Inc., et. al., Case No. CV02489640 D75 CM	Ct. Com. Pl., Cuyahoga County, Ohio	12/27/2002
Hubbard v. A.W. Chesterton, Inc., et. al., Case No. CV02487150 D75 CM	Ct. Com. Pl., Cuyahoga County, Ohio	12/27/2002
Kovach, et. al. v. Foster Wheeler Energy Corp.,et. al., Case No. CV02489138 D55 CM	Ct. Com. Pl., Cuyahoga County, Ohio	01/06/2003
Aukland v. A.W. Chesterton, Inc., et. al., Case No. CV03491334 D70 CM	Ct. Com. Pl., Cuyahoga County, Ohio	01/21/2003
Wesley v. Pfizer, Inc. et. al., Case No. CV03491332 D75 CM	Ct. Com. Pl., Cuyahoga County, Ohio	01/21/2003
Novak v. A.W. Chesterton, Inc., et. al., Case No. CV03491335 D75 CM	Ct. Com. Pl., Cuyahoga County, Ohio	01/21/2003
Freeman et. al. v. A.W. Chesterton, Inc., et. al., Case No. CV02490547 D26 CM	Ct. Com. Pl., Cuyahoga County, Ohio	01/21/2003

CASE	COURT	SERVED
Yozwiak v. A.W. Chesterton, Inc., et. al., Case No. CV03491448 D75 CM	Ct. Com. Pl., Cuyahoga County, Ohio	01/21/2003
Indorf et. al. v. A.W. Chesterton, Inc., et. al., Case No. CV02490645 D72 CM	Ct. Com. Pl., Cuyahoga County, Ohio	01/21/2003
Delmark et. al. v. A.W. Chesterton, Inc., et. al., Case No. CV02490597 D26 CM	Ct. Com. Pl., Cuyahoga County, Ohio	01/21/2003
Shellhouse v. A.W. Chesterton, Inc., et. al., Case No. CV03491337 D60 CM	Ct. Com. Pl., Cuyahoga County, Ohio	01/21/2003
Polk v. A.W. Chesterton, Inc., et. al., Case No. CV03491765 D76 CM	Ct. Com. Pl., Cuyahoga County, Ohio	01/28/2003
Abbruzzese et. al. v. A-Best Products Co., et. al., Case No. CV02490660 D82 CM	Ct. Com. Pl., Cuyahoga County, Ohio	01/28/2003
Fountain et. al. v. A-Best Products Co., et. al., Case No. CV02490710 D82 CM	Ct. Com. Pl., Cuyahoga County, Ohio	01/29/2003
Kimble et. al. v. A.W. Chesterton, Inc., et. al., Case No. CV02490649 D75 CM	Ct. Com. Pl., Cuyahoga County, Ohio	01/29/2003
Olson v. A-Best Products Company, et al., Case No. CV02490760	Ct. Com. Pl., Cuyahoga County, Ohio	02/03/2003
Wilkinson v. A-Best Products Company, et al., Case No. CV02490810	Ct. Com. Pl., Cuyahoga County, Ohio	02/03/2003
Musgrave et al. v. A.W. Chesterton, Inc., et al., Case No. CV03492077	Ct. Com. Pl., Cuyahoga County, Ohio	02/07/2003
Carlon et al. v. A. W. Chesterton, Inc., et al., Case No. CV03491977	Ct. Com. Pl., Cuyahoga County, Ohio	02/07/2003

CASE	COURT	SERVED
Cook et al. v. A.W. Chesterton, Inc., et al., Case No. CV 03492027	Ct. Com. Pl., Cuyahoga County, Ohio	02/07/2003
Villio et al. v. A. W. Chesterton, Inc., et al., Case No. CV 03492222	Ct. Com. Pl., Cuyahoga County, Ohio	02/19/2003
West et al. v. A. W. Chesterton, Inc., et al., Case No. CV03492176	Ct. Com. Pl., Cuyahoga County, Ohio	02/19/2003
Pawlus et al. v. Pfizer, Inc., et al., Case No. CV03492127	Ct. Com. Pl., Cuyahoga County, Ohio	02/19/2003
Owens v. A. W. Chesterton, Inc., et al., Case No. CV03492261	Ct. Com. Pl., Cuyahoga County, Ohio	02/20/2003
Baker v. A. W. Chesterton, Inc., et al., Case No. CV03492272	Ct. Com. Pl., Cuyahoga County, Ohio	02/20/2003
Colosimo v. A. W. Chesterton, Inc., et al., Case No. CV03494153	Ct. Com. Pl., Cuyahoga County, Ohio	02/21/2003
Null v. Foster Wheeler Energy Corporation, et al., Case No. CV03492372	Ct. Com. Pl., Cuyahoga County, Ohio	02/24/2003
Roth, et al., v. A. W. Chesterton, Inc., et al., Case No. CV03492322	Ct. Com. Pl., Cuyahoga County, Ohio	02/24/2003
Abston, et al., v. A. W. Chesterton, Inc., et al., Case No. CV03492417	Ct. Com. Pl., Cuyahoga County, Ohio	02/24/2003
Burch, et al., v. A. W. Chesterton, Inc., et al., Case No. CV0394804	Ct. Com. Pl., Cuyahoga County, Ohio	02/27/2003
Adkins, et al., v Pfizer, Inc., et al., Case No. CF03492455	Ct. Com. Pl., Cuyahoga County, Ohio	02/27/2003

CASE	COURT	SERVED
Sheridan, et al., v. A. W. Chesterton, Inc., et al., Case No. CV03494851	Ct. Com. Pl., Cuyahoga County, Ohio	02/28/2003

SCHEDULE 2

IT/Telecommunications Separation Expense

In accordance with the IT separation agreement entered into shortly after the transaction closing, Sealed Air incurred the costs detailed below. The budget was established in an exchange of letters between Bill Hickey and Brian McGowan in June of 1998, ending with a letter dated June 4, 1998 from Bill Hickey to Brian McGowan, summarizing the agreement.

Sealed Air has incurred the following expenses in this category:

	IT	Telecomm	Total
US		199,643	199,643
EU	11,340	31,900	43,240
AP	198,509	131,470	329,979
LA	40,641	87,979	128,620
Total			$701,482
			x .63
			$441,933.66