

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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In re:	:	
	:	
W.R. GRACE & CO., ET AL.,	:	Case No. 01-1139 (JJF)
	:	Chapter 11
Debtors.	:	
	:	(Jointly Administered)
	- X	

**VERIFICATION OF MICHAEL F. GRIES IN CONNECTION WITH THE FIRST INTERIM
APPLICATION OF CONWAY, DEL GENIO, GRIES & CO., LLC FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

STATE OF NEW YORK:

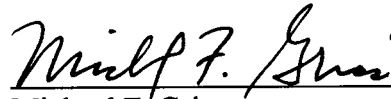
COUNTY OF NEW YORK:

Michael F. Gries, after being duly sworn according to law, deposes and says:

a) I am a member of Conway, Del Genio, Gries & Co., LLC ("CDG"). Pursuant to the Order of this Court, dated October 22, 2001, CDG was retained as the Official Committee of Asbestos Property Damage Claimants of W.R Grace & Co. (collectively, the "PD Committee") to perform services set forth in our affidavit dated June 15, 2001

b) I have personally performed certain of the professional services rendered by CDG as financial advisors to the PD Committee, and I am generally familiar with the other work performed on behalf of the PD Committee by the professionals at CDG.

c) I have reviewed the first interim application (the "Application") of CDG for compensation and reimbursement of expenses and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed General Order 32 and believe that the Application substantially complies with such order.


Michael F. Gries

SWORN AND SUBSCRIBED
before me this 25th day of October, 2001



Notary Public

CLARE NELSON
Notary Public, State of New York
No. 41-4659946
Qualified in Queens County
Certificate Filed in New York Co.
Commission Expires 2/28/2002