

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

IN RE:	)	Chapter 11
	)	
W. R. GRACE & CO., et al.,	)	Case No. 01-1139 (JKF)
	)	
Debtors.	)	(Jointly-Administered)
	)	

**ORDER OF COURT PURSUANT TO SECTIONS 1103(a) AND 328(a) OF THE
BANKRUPTCY CODE AND FED. R. BANKR. P. 2014 AND 2016 AUTHORIZING
THE RETENTION AND EMPLOYMENT OF HILSOFT NOTIFICATIONS
(THE OPERATING UNIT OF HILSOFT, INC.) AS CONSULTANTS
TO THE OFFICIAL COMMITTEE OF ASBESTOS PROPERTY DAMAGE
CLAIMANTS, NUNC PRO TUNC TO JULY 9, 2001**

AND NOW this ____ day of _____, 2002, upon consideration of the Application For an Order Pursuant To Sections 1103(a) And 328(a) of The Bankruptcy Code And Fed. R. Bankr. P. 2014 And 2016 Authorizing The Retention and Employment of Hilsoft Notifications (The Operating Unit of Hilsoft, Inc.) (hereinafter "Hilsoft") as Consultants to the Official Committee Of Asbestos Property Damage Claimants (the "PD Committee"), Nunc Pro Tunc to July 9, 2001 (the "Application") and upon the Affidavit of Todd B. Hilsee (the "Affidavit"), and the Court being satisfied, based on the representations made in the Application and the Affidavit, that Hilsoft represents no interest adverse to the Debtors' estate with respect to the matters upon which Hilsoft is to be engaged, that Hilsoft is a "disinterested person" as that term is defined under §101(14) of Title 11 of the United States Code (the "Bankruptcy Code"), and that the employment of Hilsoft is necessary and would be in the best interest of the Debtors, their creditors and the Debtors' estate, and after due deliberation and sufficient cause appearing therefor, it is:

ORDERED, that the Application is granted; and it is further

ORDERED, that the PD Committee is authorized to employ and retain Hilsoft as an asbestos-related property damage consultant, nunc pro tunc to July 9, 2001, and it is further

ORDERED, that Hilsoft shall be compensated in accordance with the terms stated herein, subject to the procedures set forth in the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the District of Delaware and the Orders of this Court.

The Court will NOT approve compensation to two consulting firms for the same services. Counsel to the Property Damage Committee shall certify to the Court as to each monthly application for fees that he has personally reviewed the applications and either (1) identify each entry of duplicative services or (2) state that there are no duplicative services.

Mr. Tacconelli shall serve this order upon all parties in interest and file proof of service within one week hereof.

Dated: _____, 2002
Wilmington, Delaware

UNITED STATES BANKRUPTCY COURT JUDGE