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**
Debtors	)	**(Jointly Administered)**
	)	

AFFIDAVIT UNDER 11 U.S.C. 327(e)
(Quarles & Brady LLP)

STATE OF WISCONSIN)
) ss.
COUNTY OF MILWAUKEE)

Peter C. Karegeannes, being duly sworn, upon his oath, deposes and says:

1. I am a partner of the law firm of Quarles & Brady LLP, located at 411 East Wisconsin Avenue, Suite 2040, Milwaukee, Wisconsin 53202 (the "Firm").

2. The Debtors have requested that the Firm provide real estate related legal services to the Debtors, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties-in-interest in the Debtors' chapter 11 cases.

4. As part of its customary practice, the Firm is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants and parties-in-interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases, or have any

relationship with any such person, their attorneys or accountants that would be adverse to the Debtors or their estates.

5. Neither I nor any principal of or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

6. Neither I nor any principal of or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

7. The Debtors do not owe the Firm any monies for pre-petition services.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discovery any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

QUARLES & BRADY LLP

Executed on April 3, 2002.

Peter C. Karegeannes
Partner

Sworn to and subscribed before me
3rd day of April, 2002.

Notary Public
My Commission expires: 5.11.2003

(Notarization in state where signed)