EXHIBIT A

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 GRANTING MOTION OF PRICEWATERHOUSECOOPERS LLP, AUDITORS AND TAX CONSULTANTS FOR DEBTORS, FOR LIMITED WAIVER OF THE REQUIREMENTS OF LOCAL RULE 2016-2(D)

AND NOW, this ___ day of _____, 2002, upon consideration of the *Motion of PricewaterhouseCoopers LLP, Auditors and Tax Consultants for Debtors, for Limited Waiver of the Requirements of Local Rule 2016-2(d),* it is hereby ORDERED, that

(1) the Motion of PricewaterhouseCoopers is GRANTED; and

(2) PricewaterhouseCoopers LLP is relieved of its duty to support its *First, Second and Third Quarterly Fee Applications of PricewaterhouseCoopers LLP, Auditors and Tax Consultants For Debtors, For Allowance of Compensation and Reimbursement of Expenses,* and such portion of any final fee application covering the period January 10, 2002 through September 30, 2002, with time records providing the level of specificity required by Local Rule 2016-2(d); and

(3) PricewaterhouseCoopers LLP is permitted to support its *First, Second and Third Quarterly Fee Applications of PricewaterhouseCoopers LLP, Auditors and Tax Consultants For Debtors, For Allowance of Compensation and Reimbursement of Expenses* filed concurrently herewith and such portion of any final fee application covering the period January 10, 2002 through September 30, 2002 by reference to

existing time records indicating the name of the PwC professional working on the Debtors' audits, the billing rate of such PwC professional, and the number of hours recorded by such PwC professional for their work on the Debtors' audits, summarized on a semi-monthly basis.

BY THE COURT:

_____

Judith K. Fitzgerald
United States Bankruptcy Judge