IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., *et al.* [1],	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
Debtors.	)	

Re: Doc. No. 3259 and 2/24/03 Agenda Item No. 3.

CERTIFICATION OF COUNSEL REGARDING ORDER AUTHORIZING THE DEBTORS TO CONTRIBUTE FUNDS INTO THE TRUST FUNDING THE CURTIS BAY PENSION PLAN TO SUPPORT AMENDMENTS TO ENHANCE BENEFITS THEREUNDER

1. Attached hereto as Exhibit A is the revised proposed *Order Authorizing the Debtors to Contribute Funds Into The Trust Funding The Curtis Bay Pension Plan To Support Amendments To Enhance Benefits Thereunder* (the "Order"), for the Court's consideration.

[1] The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

2. The objection deadline for the related Motion expired on February 7, 2003 for all parties except the Official Committee of Unsecured Creditors and the Asbestos Property Damage Committee. The extended objection deadline for these two committees, February 10, 2003, has also passed.

3. No objections to the Motion have been received and the docket in this case does not reflect any objections to the Motion. A *Response to Motion for Entry of an Order Authorizing the Debtors to Contribute Funds into the Trust Funding the Curtis Bay Pension Plan to Support Amendments to Enhance Benefits Thereunder* was filed in support of the Motion by the Pension Benefit Guarantee Corporation.

4. Changes to the Order have been made for clarification purposes. A blackline showing the changes is attached hereto as Exhibit B. The committees have reviewed and agreed to these changes.

5. The Debtors respectfully request that the Court enter the attached Order at its earliest convenience.

Dated: February 13, 2003

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