

**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)  
: **Hearing Date: June 17, 2003 @ 12:00 p.m.**  
: **Objection Deadline: April 22, 2003 at 4:00 p.m.**

**ORDER APPROVING MONTHLY FEE APPLICATION OF  
PRICEWATERHOUSECOOPERS LLP, AUDITORS AND TAX CONSULTANTS  
FOR DEBTORS, FOR ALLOWANCE OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR JANUARY 2003**

Upon consideration of the Monthly Fee Application of PricewaterhouseCoopers LLP (“PwC”), Auditors and Tax Consultants for Debtors, for Allowance of Compensation and Reimbursement of Expenses for January 2003 (the “Application”); and upon the Certification of W. Larry Farmer in support of the Application; and upon a hearing having been held before this Court to consider the Monthly Fee Application on \_\_\_\_\_, 2003; and upon notice having been given pursuant to Bankruptcy Rule 2002(a)(7) and (c)(2); and due consideration having been given to any responses thereto, and sufficient cause having been shown therefor, it is hereby:

ORDERED that the Monthly Fee Application is approved, and it is further

ORDERED that the compensation for services rendered in the amount of \$343,731.17, and reimbursement of expenses incurred in the amount of \$7,670.04, is hereby granted to PwC.

Dated: \_\_\_\_\_, 2003

\_\_\_\_\_  
United States Bankruptcy Judge