

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>In re:</b>	)	Chapter 11
	)	
<b>W. R. GRACE &amp; CO., <i>et al.</i>,</b>	)	Case No. 01-1139 (JKF)
	)	Jointly Administered
	)	
<b>Debtors.</b>	)	
	)	<b>Re: Docket No. 21544</b>

**FOURTH AMENDED CASE MANAGEMENT ORDER RELATED  
TO THE FIRST AMENDED JOINT PLAN OF REORGANIZATION**

The following revised and amended schedule shall govern the remaining deadlines and hearings with respect to confirmation of the First Amended Joint Plan of Reorganization, as amended (the “Plan”), jointly submitted by the Debtors together with the Official Committee of Asbestos Personal Injury Claimants, the Official Committee of Equity Security Holders, and the Asbestos PI Future Claimants’ Representative (collectively the “Plan Proponents”):

1. The hearing with respect to confirmation of the Plan is divided into two phases. The first phase took place on June 22-23, 2009. The second phase of the hearing shall address the objections of: (i) parties classified under the Plan as Holders of Indirect PI or PD Trust Claims (including insurers as Holders of Indirect PI or PD Trust Claims with respect to such Claims); (ii) the objections of the Libby Claimants; and (iii) any other confirmation objections not addressed and resolved in Phase I.

2. Phase II of the Confirmation Hearing shall take place on September 8-11, 2009, and September 14-17, 2009, if necessary.

3. The schedule for the remaining aspects of Phase II, other than those outlined in paragraph 4 below, shall be as follows:

<b>Discovery Item</b>	<b>Due Date</b>
Conclusion of Fact Discovery re Feasibility	7/31/2009
Supplemental or Rebuttal Expert Reports re Feasibility	8/7/2009
Trial Briefs -- Plan Proponents (except re Feasibility)	8/7/2009
All copies of exhibits which were listed on the Exhibit Lists filed with the Pre-Trial Submissions on 7/20/09 to be provided to opposing counsel <sup>1</sup>	8/10/2009 <sup>2</sup>
Insurers' Supplemental Pre-Trial Submissions, if any	8/13/2009
Deposition or Prior Testimony Designations	8/14/2009
<i>Daubert</i> motions	8/14/2009 <sup>3</sup>
Motions in Limine	8/14/2009
Supplemental Pre-Trial Hearing re Insurers' Supplemental Pre-Trial Submissions (if necessary)	8/18/2009

<sup>1</sup> Plan Objectors shall provide hard copies to counsel for the ACC, FCR, Debtors and Equity Committee no later than receipt of mail on August 11, 2009. As soon as practicable after receipt, Debtors' counsel shall place copies of all of such exhibits in a virtual data room to which it shall provide access to all Plan Objectors. The Plan Proponents shall exchange exhibits with the Plan Objectors by placing their exhibits in the same virtual data room on or before August 10, 2009. To the extent any of the exhibits are confidential, those exhibits shall be placed in a separate, secure data room and access shall only be given to those parties who are parties to, or have provided acknowledgements of, the Protective Orders of the Court dated May 14, 2009 (Docket No. 21671) or May 26, 2009 (Docket No. 21854), as applicable.

<sup>2</sup> The parties may supplement this document exchange only with new documents that have not previously been produced by any party or otherwise previously used by a party in these cases which were produced and shown to a witness who was deposed after August 10, 2009. Any such supplemental exchanges must take place no later than August 25, 2009.

<sup>3</sup> This date shall be August 12, 2009 for Libby related *Daubert* motions only.

Draft Order of Witnesses with estimated time of direct examination to be filed	8/20/2009
Counter-designations and/or Objections to Deposition or Prior Testimony Designations	8/20/2009
Conclusion of Expert Depositions re Feasibility	8/21/2009
Counter-counter designations and/or Objections to Counter-Designated Depositions or Prior Testimony	8/23/2009
<b>August Omnibus Hearing</b>	<b>8/24/2009</b>
Final Order of Witnesses with estimated time of direct examination	8/24/2009
Filing of Final Exhibits (including Feasibility)	8/25/2009
Trial Briefs/Final Plan Objections re Feasibility (Plan Proponents and Objectors) (10 page limit)	8/25/2009
Deposition Designations, Counter Designations and/or Objections and Counter-Counter Designations and Objections to be Provided to the Court by Debtors <sup>4</sup>	8/25/2009
Debtors shall provide Binders to the Court of all relevant pleadings exhibits and other related materials	8/25/2009
Responses to Motions in Limine	8/28/2009

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<sup>4</sup> The Debtors shall provide the Court with color-coded deposition excerpts that show all of the excerpts designated by any party. The Insurers excerpts shall be colored green, the Plan Proponents' excerpts shall be colored blue and any other party's excerpts shall be colored red.

Oppositions to <i>Daubert</i> Motions	8/28/2009 <sup>5</sup>
Completion of depositions of witnesses not previously deposed who will testify live at Confirmation Hearing	8/28/2009
Objections to Exhibits	9/1/2009
Reply Briefs in Support of <i>Daubert</i> motions	9/3/2009 <sup>6</sup>
<b>Argument on <i>Daubert</i> motions</b>	<b>9/8/2009</b>
<b>Phase II Hearing</b>	<b>9/8-11/2009, 9/14-17/09 (if necessary)</b>

4. This Case Management Order and the above schedule do not address:

- (i) Discovery regarding Solvency;
- (ii) The Plan Proponents' right to submit a Supplemental Report from Dr. David Weill prior to his deposition, on the completion of his work regarding and in response to what the Plan Proponents claim to be the late production of reliance materials by Dr. Alan Whitehouse, including the recent production of x-rays for additional Libby Claimants, and to address Dr. Whitehouse's recently submitted theories of extrapolation from the CARD Mortality Data to a broader population of CARD clinic clients;
- (iii) Responses to any testimony offered by Jon Heberling and Thomas Lewis after their depositions; and

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<sup>5</sup> This date shall be September 1, 2009 for oppositions to Libby related *Daubert* Motions only.

<sup>6</sup> This date shall be September 4, 2009 for Replies to Libby related *Daubert* motions only.

(iv) The following scheduled depositions and additional actions which have been scheduled by agreement of the parties:

- (a) The deposition of Pamela Zilly regarding Feasibility and the Best Interest Analysis;
- (b) The deposition of Hudson La Force regarding Feasibility;
- (c) The deposition of David Weill regarding his expert report, including all supplements thereto;
- (d) The deposition of Dr. Terry Spear regarding his expert report;
- (e) The deposition of Mark Shelnitz;
- (f) The depositions of all other witnesses who have not been previously deposed but where there is an agreement that they may be deposed in the event they are to be called to testify at the Confirmation Hearing;
- (g) The Libby Claimants' right to file a Trial Brief on issues regarding the Best Interest Analysis on or before August 25, 2009 and the Plan Proponents' right to file a response to such Trial Brief; and
- (h) The Unsecured Creditors' Committee and PD FCR's right to submit a Feasibility Expert Report on or before August 24, 2009.

(v) Deposition designations, counter-designations, counter-counter designations and/or objections to such designations with respect to depositions taken after August 10, 2009 shall be exchanged by the parties as soon as possible so that all such materials may be submitted to the Court on August 25, 2009 with the other designations outlined in paragraph 3 above.

5. All parties, including the Libby Claimants, the Plan Proponents and the insurers, shall work together to complete expeditiously the production and the exchange of pre-trial materials.

6. The insurers shall use their best efforts to coordinate their pre-trial and trial efforts to the extent possible.

7. In exchanging exhibits on August 10, all parties shall exchange copies of (or, when appropriate, make available for inspection) all exhibits to be offered. Each proposed exhibit shall be pre-marked for identification.

8. Demonstratives to be used for direct examination of witnesses must be produced to opposing parties the morning of the day they are to be used. Demonstratives to be used for cross-examination of witnesses will be provided to opposing counsel when they are first shown to the witness.

9. Rule 1006 Summaries of voluminous exhibits must be produced to opposing parties at least 72 hours prior to being offered.

10. No attorneys shall be precluded from testifying at the Confirmation Hearing by reason of representing an Official Committee, member of an Official Committee or Claimants.

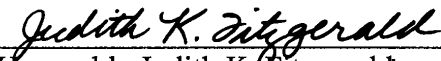
11 All hearings outlined herein shall take place on the dates outlined herein before the Honorable Judith K. Fitzgerald, United States Bankruptcy Judge, in her Courtroom in the United States Bankruptcy Court for the Western District of Pennsylvania, 5464 U.S. Steel Tower, 600 Grant Street, Pittsburgh, Pennsylvania 15219, beginning at 9:00 a.m. except for the Hearing on September 8, 2009, which shall begin at 11:00 a.m.

12. All parties preserve all rights and objections. This includes the right to seek supplements to this CMO in order to address additional concerns.

13. The parties shall have the right up until the time of entry of the Confirmation Order to file and present for approval at the Confirmation Hearing any requests for approval of any settlement agreements that may be reached among the parties.

14. Counsel for the Debtors shall immediately serve a copy of this Order on all parties listed on the current service list and any other parties in interest and file a certificate of service with the Clerk of the Bankruptcy Court within five (5) days hereof.

**ORDERED** this 17th day of <sup>August</sup>~~July~~, 2009.

  
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Honorable Judith K. Fitzgerald  
United States Bankruptcy Judge