

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

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-1139 (JKF)
) Jointly Administered
)
Debtors.)
)
) **Re: Docket Nos. 20872, 20874, and 20877**

NOTICE OF SIXTH MODIFICATION TO JOINT PLAN OF REORGANIZATION

Please take notice that the above-captioned debtors (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”), hereby submit this sixth modification to the Plan Proponents’ First Amended Joint Plan of Reorganization [Dkt. No. 20872] (the “Joint Plan”), as modified.

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, and H-G Coal Company.

1. The Plan Proponents are, pursuant to this Sixth Modification, making certain technical modifications to Section 3.1.9 of the Joint Plan to address the Court's comments at the December 13, 2010 omnibus hearing with respect to the accrual of post-petition interest after the Effective Date involving General Unsecured Claims arising from the Pre-petition Credit Facilities (the "Bank Lender Claims").

2. Specifically, Section 3.1.9(b)(i) of the Joint Plan was modified to make clear that post-petition interest on the Bank Lender Claims shall be calculated at floating prime, compounded quarterly through the Effective Date or the date of payment of such Bank Lender Claims if they become Allowed General Unsecured Claims after the Effective Date. This change merely extends the rate of floating prime, already provided in the Joint Plan to be paid from January 1, 2006 through the Effective Date and compounded quarterly, to a post-Effective Date period if the Bank Lender Claims do not become Allowed General Unsecured Claims until after the Effective Date. Conforming changes were made to Section 3.1.9(d)(iii) of the Joint Plan.

3. A blackline of Section 3.1.9 of the Joint Plan reflecting the above-described changes since the fifth set of Plan Document Modifications is attached at **Exhibit A**.

4. No other changes were made to the Plan Documents since the Fifth Set of Plan Document Modifications.

5. The Plan Proponents adopt and incorporate by reference as authority and support for this Sixth Modification, the authority cited in the Fifth Set of Modifications, filed on December 8, 2010 [Dkt. No. 25881] as if fully set forth herein.

Dated: December 16, 2010

Wilmington, Delaware

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