

# **EXHIBIT A**

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

**IN THE MATTER OF S. 18.6 OF THE COMPANIES CREDITORS  
ARRANGMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

**AMENDMENT TO AMENDED AND RESTATED CDN ZAI MINUTES OF  
SETTLEMENT**

**AND IN THE MATTER OF GRACE CANADA, INC.**

1. On December 13, 2009, the CCAA Court approved the Amended and Restated CDN ZAI Minutes of Settlement (the "Amended Minutes") in the above-referenced case.
2. Paragraph 20 of the Amended Minutes provides that: "[u]nless otherwise agreed to by the Parties," in the event the U.S. Confirmation Order<sup>1</sup> is not entered on or before December 31, 2010, the Amended Minutes shall be considered null and void.
3. Based on the foregoing, the parties to the Amended Minutes (the "Parties") agree to amend the Amended Minutes as follows:
  - (a) sub-paragraph 11(a) of the Amended Minutes shall read "in the event that the U.S. Confirmation Order is entered by the U.S. Court on or before January 31, 2011, the amount of eight million, five hundred and ninety-five thousand, six hundred and thirty-two dollars and forty-four cents Canadian (CDN\$8,595,632.44);"
  - (b) sub-paragraph 11(b) of the Amended Minutes shall read "in the event that the U.S. Confirmation Order is entered by the U.S. Court after January 31, 2011 but on or before July 31, 2011, the amount of nine million, ninety-five thousand, six hundred and thirty-two dollars and forty-four cents Canada (CDN\$9,095,632.44) ;" and

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<sup>1</sup> Capitalized terms not defined herein shall have the meanings ascribed to them in the Amended Minutes.

(c) sub-paragraph 20(c) of the Amended Minutes shall read "the U.S. Confirmation Order is not entered by the U.S. Court on or before July 31, 2011; or".

4. The vote which the CCAA Representative Counsel made pursuant to the Original Settlement in favour of the First Amended Joint Plan shall constitute a vote pursuant to the Amended Minutes and this further Amendment in favour of the First Amended Joint Plan. Further, on behalf of the CDN ZAI Claimants, CCAA Representative Counsel shall, in any future vote, vote in favour of the First Amended Joint Plan incorporating the Amended Minutes and this further Amendment, provided the U.S. Confirmation Order is entered on or before July 31, 2011.

5. Upon execution of this Amendment, as soon as reasonably practicable:

(a) Grace Canada shall bring a motion in the CCAA Court for an order approving this Amendment;

(b) Grace shall advise the U.S. Court of this Amendment; and

(c) Grace shall revise the definition of CDN ZAI Minutes of Settlement in the First Amended Joint Plan to include this Amendment.

Dated: January 11, 2011

W. R Grace & Co., on its own behalf and on behalf of  
the other debtors in possession in its chapter 11 cases

Per: Mark A. Shelnitz  
Name: Mark A. Shelnitz  
Title: VP, General Counsel and Secretary

Grace Canada, Inc.

Per: W. Brian McGowan  
Name: W. Brian McGowan  
Title: President

SCARFONE HAWKINS LLP, on its own behalf and  
in its capacity as representative counsel, on behalf of  
all holders of CDN ZAI Claims

Per: 

Name: David Thompson  
Title: Partner

LAUZON BELANGER LESPÉRANCE INC. on its  
own behalf and in its capacity as representative  
counsel on behalf of all holders of CDN ZAI Claims

Per: 

Name: Michel Belanger  
Title: Partner