



State of Rhode Island
and Providence Plantations
Office of the Secretary of State

A. Ralph Mollis, Secretary of State
Corporations Division
148 W. River Street
Providence, RI 02904-2615
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2009

Filing Period: January 1 - March 1 • Filing Fee: \$50.00* THIS REPORT MUST BE TYPED OR PRINTED LEGIBLY IN BLACK INK
* In accordance with R.I.G.L. 7-1.2-1501(e), each corporation failing or refusing to file its annual report within thirty (30) days after the time prescribed by law (R.I.G.L. 7-1.2-1501(c&d)) is subject to a penalty fee of \$25.00.

1. Corporate ID No. 21851		2. Name of Corporation W. R. GRACE & CO.-CONN.			
3. Street Address Principal Business Office 7500 Grace Drive			City Columbia	State Maryland	Zip 21044
4. Business Phone No. 410-531-4000		5. State of Incorporation Connecticut			
6. Brief Description of the Character of Business Conducted in Rhode Island					
7. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Alfred E. Festa			Vice President Name W. Brian McGowan		
Street Address 7500 Grace Drive			Street Address 7500 Grace Drive		
City Columbia	State Maryland	Zip 21044	City Columbia	State Maryland	Zip 21044
Secretary Name Mark A. Shelnitz			Treasurer Name Hudson La Force, III		
Street Address 7500 Grace Drive			Street Address 7500 Grace Drive		
City Columbia	State Maryland	Zip 21044	City Columbia	State Maryland	Zip 21044
8. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Alfred E. Festa			Director Name Mark A. Shelnitz		
Street Address 7500 Grace Drive			Street Address 7500 Grace Drive		
City Columbia	State Maryland	Zip 21044	City Columbia	State Maryland	Zip 21044
Director Name Hudson La Force, III			Director Name		
Street Address 7500 Grace Drive			Street Address		
City Columbia	State Maryland	Zip 21044	City	State	Zip
9. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> AUTHORIZED SHARES			10. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> ISSUED SHARES — THIS SECTION MUST BE COMPLETED		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
300,000,000	Common	\$1.00	84,500,000	Common	\$1.00

This report must be executed on behalf of the corporation by an authorized representative. If the corporation is in the hands of a receiver or trustee, this report must be executed on behalf of the corporation by the receiver or trustee.

File Date 1/14/09
Check No. 00478829
By: MMS
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Mark A. Shelnitz 1/5/09
Signature Date
Mark A. Shelnitz
Print or Type Name
Vice President, General Counsel & Secretary
Title