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

Fee: $50.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

Foreign Business Corporation
Annual Report

Filing Period: January 1 - March 1

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.

ANNUAL REPORT YEAR: 2012

1. Corporate ID No. 000021851

2. Name of Corporation W. R. Grace & Co.-Conn.

3. Street Address Principal Business Office:

No. and Street: 7500 GRACE DRIVE
City or Town: COLUMBIA State: MD Zip: 21044 Country: USA

4. Business Phone No.

410-531-4000

5. State of Incorporation

State: CT

6. Brief Description of the Character of Business Conducted in Rhode Island

SPECIALTY CHEMICALS

7. Names and Addresses of the Officers and Directors:

All officers and directors must be listed.

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
SECRETARY	MARK A SHELNITZ	7500 GRACE DRIVE COLUMBIA, MD 21044 USA
CEO	ALFRED E FESTA	7500 GRACE DRIVE COLUMBIA, MD 21044 USA
CFO	HUDSON LA FORCE III	7500 GRACE DRIVE COLUMBIA, MD 21044 USA
VICE PRESIDENT	MARK A SHELNITZ	7500 GRACE DRIVE COLUMBIA, MD 21044 USA
GENERAL COUNSEL	MARK A SHELNITZ	7500 GRACE DRIVE COLUMBIA, MD 21044 USA
CHIEF HUMAN RESOURCES OFFICER	PAMELA K WAGONER	7500 GRACE DRIVE COLUMBIA, MD 21044 USA
VICE PRESIDENT	PAMELA K WAGONER	7500 GRACE DRIVE COLUMBIA, MD 21044 USA
VICE PRESIDENT	HUDSON LA FORCE III	7500 GRACE DRIVE COLUMBIA, MD 21044 USA
VICE PRESIDENT	D ANDREW BONHAM	62 WHITTEMORE AVENUE CAMBRIDGE, MA 02140 USA
PRESIDENT	GREGORY E POLING	7500 GRACE DRIVE COLUMBIA, MD 21044 USA
CHIEF OPERATING OFFICER	GREGORY E POLING	7500 GRACE DRIVE COLUMBIA, MD 21044 USA
VICE PRESIDENT	WILLIAM C DOCKMAN	7500 GRACE DRIVE COLUMBIA, MD 21044 USA
CONTROLLER	WILLIAM C DOCKMAN	7500 GRACE DRIVE COLUMBIA, MD 21044 USA
VICE PRESIDENT	ELYSE FILON	6001 BROKEN SOUND PARKWAY, NW BOCA RATON, FL 33487 USA
TREASURER	ELYSE FILON	6001 BROKEN SOUND PARKWAY, NW BOCA RATON, FL 33487 USA
CHAIRMAN	ALFRED E FESTA	7500 GRACE DRIVE COLUMBIA, MD 21044 USA
DIRECTOR	HUDSON LA FORCE III	7500 GRACE DRIVE COLUMBIA, MD 21044 USA
DIRECTOR	ALFRED E FESTA	7500 GRACE DRIVE COLUMBIA, MD 21044 USA
DIRECTOR	MARK A SHELNITZ	7500 GRACE DRIVE COLUMBIA, MD 21044 USA

8. Shares Authorized and Issued

Class of Stock	Series of Stock	Par Value Per Share	Total Authorized Shares *Number of Shares*	Total Issued and Outstanding *Num of Shares*
CWP		$1.00	300,000,000.00	84500000

9. 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.

Signed this 12 Day of March, 2012 at 12:00:59 PM. *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

By MARK A. SHELNITZ
Signature of Authorized Representative of the Corporation

VICE PRESIDENT, GENERAL COUNSEL, SECRETARY
Title

This report cannot be accepted for filing if an officer has executed the form and he/she is not listed in section 7.

Form No. 630
Revised 09/07

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