



Joe Quinn  
VP, HR Operations and Organizational Effectiveness

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W. R. Grace & Co.-Conn.  
7500 Grace Drive  
Columbia, MD 21044

October 29, 2014

Top Hat Plan Exemption  
Employee Benefits Security Administration  
Room N-1513  
U.S. Department of Labor  
200 Constitution Avenue, N.W.  
Washington, DC 20210

2014 OCT 30 PM 12:01  
EASA/PUBLIC US/01

Re: **Informational Filing Under DOL Reg. Sec. 2520.104-23**

Dear Sir/Madam:

In accordance with DOL Reg. Sec. 2520.104-23, W.R. Grace & Co. (the "Plan Sponsor") hereby declares that it maintains a plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. The name of the Plan is the W.R. Grace & Co. Directors Deferred Compensation Plan (the "Plan"). The Plan covers approximately seven employees.

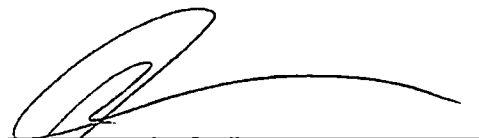
The name, address and employer identification number of the Plan Sponsor are:

**W.R. Grace & Co.**  
**7500 Grace Drive**  
**Columbia, MD 21044**  
EIN:

**13-5114230**

A copy of the Plan will be provided to the Secretary of the Department of Labor upon request.

Respectfully submitted,

  
On Behalf of W.R. Grace & Co.  
Sincerely,

Joe Quinn  
Vice President Global HR Operations and Organizational Effectiveness

From: (410) 531-4209  
Sally Flannery  
WR Grace Co  
7500 Grace Drive

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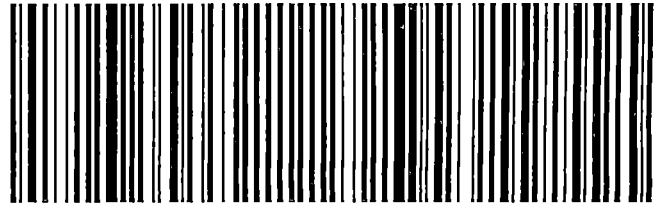
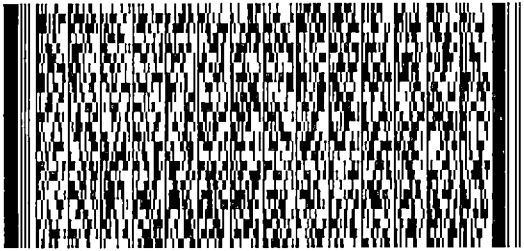
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200 Constitution Avenue, N.W.  
WASHINGTON, DC 20210

Ref # DOL Reg. SEc. 2520.104-23  
Invoice # NA  
PO # NA  
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