

Grace Construction Products Limited
(Registered Number: 00614807)

Directors' Report and Financial Statements

Year Ended 31 December 2008



Grace Construction Products Limited

Directors' Report for the Year Ended 31 December 2008

The directors present their report and the audited financial statements of the Company for the year ended 31 December 2008.

Principal activities

The Company's principal activities have been the manufacture and sale of waterproofing and fireproofing products to the construction industry and the manufacture of concrete and cement additives.

Review of business and future developments

The company experienced a slight reduction in its sales levels due to competitive market condition and the margin was affected as a result of higher raw material costs.

Going forward Grace Construction Products Limited will continue to expand its product areas. The directors of the Company feel that the business of Grace Construction Products Limited is run independently from the US business of Grace and that the Chapter 11 filing in the US will therefore have no impact on the Company and its future development.

Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties relates to competition from other manufacturers, employee retention and customers.

Competition from other manufacturers

Management hold regular meetings where the business and competition are discussed including potential business gains and losses. The Company offers quality products, availability and customer service thus gaining a competitive edge.

Employee retention

The Company has already implemented generous incentive schemes, which has prove to be excellent tools towards attracting new recruits and the success of the employee retention policy.

Customers

Grace Construction Products Limited carries out frequent review of the customer base through regular credit checks and export sales are made through letters of credit to avoid any potential defaults on their payments.

Key performance indicators

The company's directors' analyse the business using four key performance indicators, which are turnover, margins, pre-tax profit and cash. The decrease in turnover during the year, compared to the previous year substantially was due to a negative volume effect of £4,665,000 and a positive price effect of £4,303,000. Margins declined by £1,353,000 as a result of the turnover mix while pre-tax profit was more in line with expectation as stated in the profit and loss account. Overall cash balances been decreased as a result of loans to subsidiary undertakings. However the cash was generated mainly through contribution of current year profits.

Grace Construction Products Limited

Directors' Report for the Year Ended 31 December 2008 (Continued)

Results and dividends

The Company's profit for the financial year was £1,257,000 (2007: £1,432,000), which will be transferred to reserves. The directors do not recommend the payment of a dividend (2007: £11,500,000).

Directors

The following have been directors during the year and up to the date of signing these financial statements.

David Michael
Graham Balmer (resigned 22 January 2009)
Andrew Kelly (appointed 22 January 2009)
Timothy M. Delbrugge (resigned 12 November 2008)
David Goodall

None of the directors held shares in the Company or any other body corporate that are required to be disclosed under Schedule 7 of the Companies Act 1985.

Details of directors' emoluments are set out in Note 4 to the financial statements.

Research and development

The Company undertakes research and development for various products and has access to research carried out by its ultimate parent company WR Grace & Co.

Employment of disabled persons

It is the policy of the Company to consider the skills and aptitudes of disabled persons fully and fairly at all times in recruitment, career development, training and promotion. In pursuing this policy, and having special concern for employees who become disabled, all practical measures are taken to ensure that disabled persons are placed in jobs suited to their individual circumstances.

Information to employees

The Company holds regular meetings with representatives of employees to discuss and consult on matters of mutual interest.

Donations

The Company made charitable donations during the year amounting to £2,170 (2007: £7,845). The Company made no political donations during the year (2007: nil).

Grace Construction Products Limited

Directors' Report for the Year Ended 31 December 2008 (Continued)

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law, the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the Company and of the profit or loss of the company for that period.

In preparing those financial statements, the directors are required to:

- select suitable accounting policies used and applied consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business in which case there should be supporting assumptions or qualifications as necessary.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditors

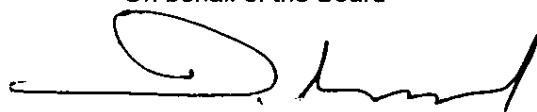
Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

On behalf of the Board



D Michael
Director

8 September 2009

Grace Construction Products Limited

Independent Auditors' Report to the Members of Grace Construction Products Limited

We have audited the financial statements of Grace Construction Products Limited for the year ended 31 December 2008, which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the directors' report is consistent with the financial statements.

In addition, we also report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the directors' report is consistent with the financial statements.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
West London

9 September 2009.

Grace Construction Products Limited

Profit and Loss Account for the Year Ended 31 December 2008

	Note	2008 £'000	2007 £'000
Turnover	1,2	51,697	52,059
Cost of sales		(38,059)	(37,068)
Gross profit		13,638	14,991
Distribution costs		(5,884)	(6,115)
Administrative expenses		(6,493)	(7,202)
Operating profit	3	1,261	1,674
Interest receivable and similar income	6	327	544
Interest payable and similar charges	7	-	(4)
Profit on ordinary activities before taxation		1,588	2,214
Tax on profit on ordinary activities	8	(331)	(782)
Profit for the financial year	17,18	1,257	1,432

All amounts relate to continuing operations.

The Company had no other recognised gains or losses during the year other than those included in the results above, and therefore no separate statement of total recognised gains and losses has been presented.

There is no material difference between the profit on ordinary activities before taxation and the profit for the financial year stated above and their historical cost equivalents.

Grace Construction Products Limited

Balance Sheet as at 31 December 2008

	Note	2008 £'000	2007 £'000
Fixed assets			
Intangible assets	10	1,070	1,264
Tangible assets	11	3,907	3,894
		4,977	5,158
Current assets			
Stock	12	2,338	2,799
Debtors	13	19,839	19,993
Cash at bank and in hand		2,988	4,867
		25,165	27,659
Current liabilities			
Creditors – amounts falling due within one year	14	(11,932)	(15,844)
Net current assets		13,233	11,815
Total assets less current liabilities		18,210	16,973
Provision for liabilities	15	(798)	(818)
Net assets		17,412	16,155
Capital and reserves			
Called up share capital	16	13,525	13,525
Share premium account	17	832	832
Profit and loss account	17	3,055	1,798
Total shareholders' funds	18	17,412	16,155

The financial statements on pages 7 to 17 were approved by the board of directors on 8 September 2009 and were signed on its behalf by.



D Michael
Director

Grace Construction Products Limited

Notes to the Financial Statements for the Year Ended 31 December 2008 (continued)

1 Accounting policies

(a) Basis of preparation

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 1985 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

(b) Fixed assets

(i) Tangible fixed assets and depreciation

Tangible fixed assets are stated at historical purchase cost attributable to bringing the asset to its working condition for its intended use less accumulated depreciation. Depreciation is calculated to write off cost less the estimated residual value of tangible fixed assets by instalments over their estimated useful economic life.

Depreciation is charged to the profit and loss account on a straight line basis at the following annual rates:

Leasehold land and buildings	The shorter of 2% or remaining life of lease
Plant and machinery	5% to 25%

(ii) Intangible fixed assets

Intangible fixed assets represent patents and purchased goodwill stated at cost less amortisation. Purchased goodwill represents the excess of consideration paid over the estimated useful economic life of the assets acquired. Amortisation is provided on a straight line basis to write off cost over estimated useful life of 20 years, being the period expected to benefit. The directors carry out an annual impairment review.

(c) Stocks and work in progress

Stock and work in progress are stated at the lower of cost, first-in, first-out methodology, and net realisable value. Cost includes expenditure directly incurred in bringing stocks and work in progress to their current condition together with an appropriate proportion of production overhead expenditure.

Provision is made for obsolete, slow moving and defective stocks.

(d) Dilapidation provision

The provisions are made for the estimated costs of dilapidation repairs. The provision is over the period of a tenancy based on the yearly obligation arising from the extent of the wear and tear taking place each year.

Grace Construction Products Limited

Notes to the Financial Statements for the Year Ended 31 December 2008 (continued)

1 Accounting policies (Continued)

(e) Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

(f) Turnover

Turnover comprises the amount receivable for goods supplied, excluding value added tax and net of trade discounts. Turnover is recognised on delivery of goods to the customer.

(g) Foreign currencies

Monetary assets and liabilities expressed in foreign currencies are translated into sterling at rates of exchange ruling at the date of the balance sheet or at the agreed contractual rate. Transactions in foreign currencies are converted to sterling at the rate ruling at the date of the transaction. All differences on exchange are taken to the profit and loss account in the period in which they arise.

(h) Operating leases

Annual rentals are charged to the profit and loss account on a straight line basis over the term of the lease.

(i) Pensions

The company participates in a group operated defined benefit pension scheme for the benefit of the majority of its employees, the assets of which are held separately from those of the company in independently administered funds. As the company is unable to identify its share of the assets and liabilities of the group scheme, it accounts for contributions as if they were to a defined contribution pension scheme in accordance with FRS17.

(j) Research and development

Research and development expenditure is written off to the profit and loss account as it is incurred.

Grace Construction Products Limited

Notes to the Financial Statements for the Year Ended 31 December 2008 (continued)

2 Turnover

All turnovers arose in the United Kingdom. Analysis of turnover by geographical destination is set out below:

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	2008 £'000	2007 £'000
United Kingdom	26,130	27,571
Europe	12,950	12,245
Other	12,617	12,243
	51,697	52,059

3 Operating profit

	2008	2007
	£'000	£'000
Operating profit is stated after charging:		
Staff costs including Directors' emoluments (Note 4):		
Wages and salaries	7,918	7,502
Social security costs	720	687
Other pension costs (Note 21)	2,869	2,878
	11,507	11,067
Depreciation of tangible fixed assets	639	733
Amortisation of intangible fixed assets	194	194
Loss on disposal of fixed assets	95	7
Foreign exchange loss	62	68
Operating lease rental - plant and machinery	340	272
- other	979	957
Auditors' remuneration - audit services	57	52

4 Directors' emoluments

	2008 £'000	2007 £'000
Directors' aggregate emoluments (excluding pension scheme contributions)	358	333
Number of directors who are accruing benefits	3	3

Retirement benefits are accruing to 3 directors (2007: 3) under a defined benefit scheme. No compensation for loss of office has been paid (2007 nil).

Grace Construction Products Limited

Notes to the Financial Statements for the Year Ended 31 December 2008 (continued)

4 Directors' emoluments (continued)

	2008 £'000	2007 £'000
Highest paid director:		
Aggregate emoluments and benefits	171	153
Defined benefit pension schemes:		
Accrued pension at end of year	52	46

5 Employees

The average number of persons including directors employed during the year by category was:

	2008 Number	2007 Number
Clerical and Administrative Staff	132	127
Other (Manufacturing)	49	52
	181	179

6 Interest receivable and similar income

	2008 £'000	2007 £'000
Interest receivable on deposits at the bank deposits	123	375
Interest receivable on amounts owed by group undertakings	204	169
	327	544

7 Interest payable and similar charges

	2008 £'000	2007 £'000
Interest payable on amounts owed to group undertakings	-	4

Grace Construction Products Limited

Notes to the Financial Statements for the Year Ended 31 December 2008 (continued)

8 Tax on profit on ordinary activities

	2008 £'000	2007 £'000
(a) Analysis of charge in the year		
Current tax:		
UK corporation tax on profits of the year	573	788
Adjustments in respect of previous years	-	(11)
Total current tax	573	777
Deferred tax:		
Current year origination and reversal of timing differences	(242)	5
Adjustments in respect of previous years	-	-
Total deferred tax (note 15)	(242)	5
Tax charge on profit on ordinary activities	331	782

The tax assessed for the year is higher (2007: higher) than the standard rate of corporation tax in the UK 28.5% (2007: 30%). The differences are explained below:

(b) Factors affecting tax charge for the year

	2008 £'000	2007 £'000
Profit on ordinary activities before tax	1,588	2,214
Profit on ordinary activities multiplied by standard rate of UK corporation tax of 28.5% (2007: 30%)	453	664
Effects of:		
Expenses not deductible for tax purposes	35	60
Provision for dilapidation	17	39
Depreciation in excess of capital allowances	68	27
Group Relief received at no charge	-	(2)
Adjustments to tax charge in respect of previous years	-	(11)
Current tax charge for the year	573	777

The main rate of UK corporation tax has fallen from 30% to 28% with effect from 1 April 2008. It has also been announced that Industrial Buildings Allowances are to be phased out by 2011. This will not have a material effect on the deferred tax liability.

Grace Construction Products Limited

Notes to the Financial Statements for the Year Ended 31 December 2008 (continued)

9 Dividend

	2008 £'000	2007 £'000
Equity – Ordinary		
Interim dividend paid: 85 pence per £1 share	-	11,500

10 Intangible assets

	Patents £'000	Goodwill £'000	Total £'000
Cost			
At 1 January 2008 and 31 December 2008	254	3,894	4,148
Accumulated amortisation			
At 1 January 2008	254	2,630	2,884
Charge for the year	-	194	194
At 31 December 2008	254	2,824	3,078
Net book value			
At 31 December 2008	-	1,070	1,070
At 31 December 2007	-	1,264	1,264

11 Tangible assets

	Leasehold Land and buildings £'000	Plant and machinery £'000	Total £'000
Cost			
At 1 January 2008	2,425	13,798	16,223
Additions	67	686	753
Disposals	(108)	(2,580)	(2,688)
At 31 December 2008	2,384	11,904	14,288
Accumulated depreciation			
At 1 January 2008	967	11,362	12,329
Depreciation for the year	57	582	639
Disposals	(32)	(2,555)	(2,587)
At 31 December 2008	992	9,389	10,381
Net book value			
At 31 December 2008	1,392	2,515	3,907
At 31 December 2007	1,458	2,436	3,894

All land and buildings as at 31 December 2008 are short leasehold.

Grace Construction Products Limited

Notes to the Financial Statements for the Year Ended 31 December 2008 (continued)

12 Stocks

	2008 £'000	2007 £'000
Raw materials	552	752
Work in progress	212	197
Finished goods and goods for resale	1,574	1,850
	2,338	2,799

13 Debtors

	2008 £'000	2007 £'000
Trade debtors	6,644	6,090
Amounts owed by group undertakings	6,063	6,806
Loans owed by group undertakings	2,000	1,080
Other debtors	3,640	4,822
Prepayments	265	245
	18,612	19,043

Amounts due in more than one year	2008 £'000	2007 £'000
Loans owed by group undertakings	1,227	950
Total	19,839	19,993

1. Amounts owed by group undertakings are interest free.
2. Loans owed by group undertakings are unsecured and have no fixed repayment date within the next 12 months from the balance sheet date. Interest is charged at 1.5% above LIBOR.

14 Creditors - amounts falling due within one year

	2008 £'000	2007 £'000
Trade creditors	2,950	2,716
Amounts owed to group undertakings	1,885	5,342
Loans due to group undertakings	5,000	5,000
Corporation tax payable	-	-
Other taxation and social security	1,206	1,526
Other creditors and accrued expenses	891	1,260
	11,932	15,844

Loans and amounts owed to group undertakings are interest free.

Grace Construction Products Limited

Notes to the Financial Statements for the Year Ended 31 December 2008 (continued)

15 Provisions for liabilities and charges

The movement in provisions for liabilities is as follows:

	Dilapidation Provision £'000	Deferred tax Provision £'000	Total £'000
At 1 January 2008	739	79	818
Profit and loss account	59	(242)	(20)
Transferred to debtors as deferred tax asset	-	163	-
At 31 December 2008	798	-	798

The dilapidation provision represents estimated dilapidation costs to be incurred on leasehold properties. Under the lease agreements of these properties the Company is liable for the rectification costs associated with dilapidation over the life of the lease. The provision is calculated on management's best estimates of the obligation arising from the extent of the wear and tear taking place each year.

Provision for deferred tax

	2008 £'000	2007 £'000
Deferred tax liability		
Accelerated capital allowances	-	79
	2008 £'000	2007 £'000
At 1 January 2008	79	76
Deferred tax credit in profit and loss account for the year (note 8)	(242)	5
Transferred to debtors as deferred tax asset	163	-
Utilised in the year	-	(2)
At 31 December 2008	-	79

16 Called up share capital

	2008 £'000	2007 £'000
Authorised - 15,000,000 ordinary shares of £1 each	15,000	15,000
Allotted and fully paid - 13,525,000 ordinary shares of £1 each	13,525	13,525

Grace Construction Products Limited

Notes to the Financial Statements for the Year Ended 31 December 2008 (continued)

17 Reserves

	Share Premium £'000	Profit and loss Account £'000
At 1 January 2008	832	1,798
Profit for the financial year	-	1,257
At 31 December 2008	832	3,055

18 Reconciliation of movement in shareholders' funds

	2008 £'000	2007 £'000
Opening shareholders' funds	16,155	26,223
Profit for the financial year	1,257	1,432
Dividend Paid	-	(11,500)
Closing shareholders' funds	17,412	16,155

19 Capital commitments

	2008 £'000	2007 £'000
Contracted for but not provided	24	1

20 Lease commitments

At 31 December 2008 the company had annual commitments under non - cancellable operating leases for assets expiring as follows:

	Land and buildings		Other leases	
	2008 £'000	2007 £'000	2008 £'000	2007 £'000
Within 1 year	-	-	92	76
Between 2 - 5 years	862	923	251	229
Over 5 years	97	-	-	-
	959	923	343	305

Grace Construction Products Limited

Notes to the Financial Statements for the Year Ended 31 December 2008 (continued)

21 Pension commitments

The Grace UK Pension Plan

The Company participates in the Grace UK Pension Plan, which is a defined benefit plan. The Plan is a multi-employer scheme. However, the plan has been accounted for on a defined contribution basis because the employer is unable to identify its share of the underlying assets and liabilities of the Plan. The underlying contribution rate is set at a common level and does not reflect the underlying characteristics of the work force of the Company.

Although the plan is "defined benefit" in nature, under the provisions of FRS17, the pension cost charged to the profit and loss has been determined as the actual contributions paid over the financial year, i.e. as if it were on a "defined contribution" basis.

The scheme is a funded pension scheme providing benefits based on final pensionable salary. The assets of the scheme are held separately from those of the Company and a qualified actuary, on the basis of triennial valuations using the projected unit method, determines contributions to the scheme.

The most recent formal valuation of the Plan as at 31 March 2007 prepared for the trustees showed a funding surplus at that date of £3.4 million.

The surplus in the Plan at 31 December 2008, calculated on a basis consistent with the requirements of FRS 17, was £13.8 million (2007: surplus of £11.9 million). The market value of the Plan's assets at 31 December 2008 was £128.3 million (2007: £130.6 million), while the actuarial value of the Plan's liabilities totalled £114.5 million (2007: £118.7 million).

The assumptions, which have the most significant effect on the FRS17 consistent valuation as of 31 December 2008, were:

	2008	2007
Rate of increase in salaries	3.90%	4.25%
Rate of increase of pensions in payment		
Between April 1997 and April 2007	2.90%	3.25%
After 2007	2.50%	2.50%
Rate of increase in deferred pensions	3.90%	3.25%
Discount rate	5.80%	5.75%
Inflation assumption	2.90%	3.25%
Administration expenses	3.5% of liabilities	3.5% of liabilities
Mortality	PMA92 (Year of Birth) mc	PMA92 (Year of Birth) mc

In 2008, the Company paid ongoing contributions of 22.4% of Plan Salaries until 1 July 2008 and 20.2% of Plan Salary thereafter. Employee contributions were 5% of Plan Salaries

Grace Construction Products Limited

Notes to the Financial Statements for the Year Ended 31 December 2008 (continued)

21 Pension commitments (Continued)

With effect from 1 January 2009, Company contributions have increased to 21.9% of Plan Salaries. However, this is inclusive of the contribution due from members, although those contributions are now made by way of a salary sacrifice arrangement. The equivalent employee contribution has increased from 5% to 6% of Plan Salary and is due to increase again to 7% of Plan Salary with effect from 1 October 2009.

In addition, the Company also pays contributions on a defined contribution basis relating to member AVCs

The Pension Charge for 2008 was £2,869,195 (2007: £2,877,721), corresponding to the actual contributions paid by Grace Construction Products Limited. This includes an amount of £69,428 (2007: £67,612), which relates to Additional Voluntary Contributions made. Pension costs prepaid or outstanding at year-end were nil.

22 Related party transactions

As the Company is a wholly owned subsidiary of WR Grace & Co, which prepares publicly available consolidated financial statements, the Company has taken advantage of the disclosure exemption under Financial Reporting Standard No. 8 in relation to transactions and balances with other wholly owned companies within the WR Grace & Co Group.

23 Cash flow statement

As the Company is a wholly owned subsidiary of WR Grace & Co, the Company has taken advantage of the disclosure exemption under Financial Reporting Standard No. 1 (Revised 1996) not to produce a cash flow statement as it is included in the consolidated accounts of that company, which are publicly available.

24 Ultimate parent undertaking and controlling party

The immediate parent undertaking is WR Grace Limited.

The ultimate parent undertaking and controlling party is WR Grace & Co, incorporated in the United States of America.

The largest and smallest groups for which group accounts are prepared and of which the Company is a member are as follows:

	Largest	Smallest
Name	WR Grace & Co	WR Grace Limited
Country of incorporation	United States of America	England
Address from which copies of the group accounts are publicly available	7500 Grace Drive Columbia Maryland 21044 USA	635 Ajax Avenue Slough Berkshire SL1 4BH United Kingdom