



The description of the Preferred Stock Purchase Rights included under the caption "Certain Anti-takeover Effects -- Preferred Stock Purchase Rights" in the Registration Statement is incorporated herein by reference.

ITEM 2. EXHIBITS

In accordance with Instruction II to Form 8-A under the Securities Exchange Act of 1934, the following exhibits are being filed solely with the New York Stock Exchange:

- Registration Statement on Form S-1 (File No. 333-9495) filed with the Commission on August 2, 1996 ("Registration Statement")
- Quarterly Report on Form 10-Q of W. R. Grace & Co. for the quarterly period ended June 30, 1996 (filed with the Commission on August 14, 1996)
- Form of Amended and Restated Certificate of Incorporation of W. R. Grace & Co. (attached as Annex A to the Prospectus dated August 2, 1996 included in the Registration Statement)
- Form of Amended and Restated By-laws of W. R. Grace & Co. (attached as Annex B to the Prospectus dated August 2, 1996 included in the Registration Statement)
- Form of Rights Agreement by and between W. R. Grace & Co. and The Chase Manhattan Bank, as Rights Agent (filed as Exhibit 4.1 to the Registration Statement)
- Form of W. R. Grace & Co. Common Stock Certificate (filed as Exhibit 4.6 to the Registration Statement)
- Annual Report of W. R. Grace & Co., a New York corporation, for the year ended December 31, 1995

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Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

W. R. GRACE & CO.

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(Registrant)

Date: September 9, 1996

By /s/ Robert B. Lamm

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Robert B. Lamm  
Vice President and Secretary

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