

WRG ASBESTOS PI TRUST

August 2014

Instructions for Filing an Indirect PI Trust Claims With the WRG Asbestos PI Trust

This instruction letter is intended to summarize certain significant issues related to filing an Indirect PI Trust Claim with the WRG Asbestos PI Trust (the “Trust”). **Nothing in this letter is intended to replace or modify the requirements of the WRG Asbestos PI Trust Distribution Procedures** (the “TDP”). The materials necessary to file a claim with the Trust are included in this package. Claims materials as well as other relevant documents and reference materials are available on the Trust’s website (www.wrgraceasbestostrust.com), and may be downloaded at any time.

Background

Indirect PI Trust Claims, as defined in Article 1 Section 1.1.114 of the First Amended Joint Plan of Reorganization of W.R. Grace & Co., includes claims seeking repayment, reimbursement, indemnification, subrogation, or contribution by asbestos defendants or other applicable entities. Indirect PI Trust Claims shall be processed, liquidated, allowed, paid and satisfied in accordance with the instructions set forth below and in Section 5.6 of TDP, which controls the review and payment of Indirect PI Trust Claims.

Indirect PI Trust Claims Must Meet the Requirements of Section 5.6 of the TDP, which governs the review and payment of Indirect PI Trust Claims. Pursuant to Section 5.6, Indirect Claims are presumptively valid and should be paid subject to the Payment Percentage if:

1. The Indirect Claimant has paid in full the liability and obligation of the PI Trust to the individual claimant to whom the PI Trust would otherwise have had a liability or obligation under the TDP (the “**Direct Claimant**”)(i.e. the injured party),
2. The Direct Claimant and the Indirect Claimant have forever and fully released the PI Trust from all liability to the Direct Claimant, and
3. The claim is not otherwise barred by a statute of limitation or repose or by other applicable law.

Filing an Indirect Claim with the Trust

How to Initiate an Indirect Claim:

If a claimant is qualified under the requirements of Section 5.6 of the TDP and elects to file a claim, the claimant must file a complete indirect claim form and submit all supporting documentation indicated. Additional information and documentation may be required by the Trust.

The indirect claim form is enclosed and may be copied to provide forms for each claim asserted by the claimant. A claimant must submit the appropriate, fully completed claim form, including all supporting information for each Direct Claimant (injured party).

Where to Submit Claim Forms:

The indirect claim form and supporting information should be submitted to:

WRG Asbestos PI Trust
P.O. Box 1390
Wilmington, DE 19899-1390

Indirect Claim Form Instructions

All Indirect Claimants - Section A

All entities asserting an Indirect PI Trust Claim must complete this section. In this section, the Indirect Claimant must set forth the identification of the Indirect Claimant and Direct Claimant as well as the Direct Claimant's disease level and total amount claimed by the Indirect Claimant.

All Indirect Claims – Section B

All entities asserting an Indirect PI Trust Claim should complete Section B of the Indirect Proof of Claim form. Claimants alleging a presumptive Indirect Claim must complete Section B1. If an Indirect Claimant cannot meet the presumptive requirements set forth above, including the requirement that the Indirect Claimant provide the PI Trust with a full release of the Direct Claimant's claim, the Indirect Claimant may request that the PI Trust review the Indirect PI Trust Claim individually to determine whether the Indirect Claimant can establish under applicable state law that the Indirect Claimant has paid all or a portion of a liability or obligation that the PI Trust had to the Direct Claimant. Claimants alleging these non-presumptive Indirect Claims may skip to Section B2.

Section B1 To establish a presumptively valid Indirect Claim, the Indirect Claimant's and Grace's (or the Trust's) aggregate liability for the Direct Claimant's claim must have been fixed, liquidated and paid fully by the Indirect Claimant pursuant to a binding settlement agreement or final judgment. If payment was made pursuant to a settlement or final judgment, there must be a full release in favor of Grace and/or the Trust, provided, that any such claim must be valid under the applicable state law.

Section B2 In this section, the Indirect Claimant must set forth the legal basis for the Indirect Claim and the theory of recovery. The Indirect Claimant must provide documentation demonstrating that all elements of the theory of recovery have been satisfied. The Trust may require additional documentation or legal support for the theory of recovery when necessary to evaluate the claim.

Section B3 Documentation demonstrating payment by the Indirect Claimant to the Direct Claimant must be included.

Proof of Claim and Related Claims Information - Section C

All entities asserting an Indirect Claim must complete this section. In this section, the Indirect Claimant must provide information regarding any proofs of claim filed by the Indirect Claimant during the bankruptcy case and information regarding any claims that the Indirect Claims has or will make against any other entities or individuals based on the same Direct Claim.

Signature of Representative – Section D

All entities asserting an Indirect Claim must complete this section.