W R GRACE & CO
Form 10-Q
August 02, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

ý QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended June 30, 2013

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 1-13953

W. R. GRACE & CO.

Delaware	65-0773649
(State of Incorporation)	(I.R.S. Employer Identification No.)

7500 Grace Drive
Columbia, Maryland 21044
(410) 531-4000
(Address and phone number of principal executive offices)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ý	Accelerated filer o	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No ý

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at July 31, 2013
Common Stock, $0.01 par value per share	76,640,977 shares

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Unless the context otherwise indicates, in this Report the terms "Grace," "we," "us," "our" or "the company" mean W. R. Grace & Co. and/or its consolidated subsidiaries and affiliates. Unless otherwise indicated, the contents of websites mentioned in this report are not incorporated by reference or otherwise made a part of this Report. GRACE®, the GRACE® logo and, except as otherwise indicated, the other product names used in the text of this report are trademarks, service marks, and/or trade names of operating units of W. R. Grace & Co. or its affiliates and/or subsidiaries.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

Review by Independent Registered Public Accounting Firm

With respect to the interim consolidated financial statements included in this Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, PricewaterhouseCoopers LLP, the company's independent registered public accounting firm, has applied limited procedures in accordance with professional standards for a review of such information. Their report on the interim consolidated financial statements, which follows, states that they did not audit and they do not express an opinion on the unaudited interim financial statements. Accordingly, the degree of reliance on their report on the unaudited interim financial statements should be restricted in light of the limited nature of the review procedures applied. This report is not considered a "report" within the meaning of Sections 7 and 11 of the Securities Act of 1933, and, therefore, the independent accountants' liability under Section 11 does not extend to it.

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Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of W.R. Grace & Co.:

We have reviewed the accompanying consolidated balance sheet of W.R. Grace & Co. and its subsidiaries as of June 30, 2013, and the related consolidated statements of operations and comprehensive income for the three-month and six-month periods ended June 30, 2013 and 2012 and the consolidated statements of cash flows and equity for the six-month periods ended June 30, 2013 and 2012. These interim financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

The accompanying interim consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Notes 1 and 2 to the consolidated interim financial statements, on April 2, 2001, the Company and substantially all of its domestic subsidiaries voluntarily filed for protection under Chapter 11 of the United States Bankruptcy Code, which raises substantial doubt about the Company's ability to continue as a going concern in its present form. Management's intentions with respect to this matter are also described in Notes 1 and 2. The accompanying consolidated interim financial statements do not include any adjustments that might result from the outcome of this uncertainty.

We previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of December 31, 2012, and the related consolidated statements of operations, comprehensive income, equity (deficit), and of cash flows for the year then ended (not presented herein), and in our report dated February 27, 2013, we expressed an unqualified opinion on those consolidated financial statements with an explanatory paragraph relating to the Company's ability to continue as a going concern. In our opinion, the information set forth in the accompanying consolidated balance sheet information as of December 31, 2012, is fairly stated in all material respects in relation to the consolidated balance sheet from which it has been derived.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

McLean, Virginia

August 2, 2013

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W. R. Grace & Co. and Subsidiaries
Consolidated Statements of Operations (unaudited)

(In millions, except per share amounts)	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Net sales	$802.8	$826.7	$1,512.7	$1,581.1
Cost of goods sold	499.5	522.6	945.6	999.9
Gross profit	303.3	304.1	567.1	581.2
Selling, general and administrative expenses	137.6	133.8	266.5	270.4
Restructuring expenses and related asset impairments	4.3	2.3	5.1	5.3
Research and development expenses	16.6	16.0	33.5	32.5
Defined benefit pension expense	18.1	16.8	36.7	35.6
Interest expense and related financing costs	10.9	11.3	21.4	22.6
Provision for environmental remediation	1.3	0.6	2.3	1.2
Chapter 11 expenses, net of interest income	3.3	3.7	8.1	8.2
Libby medical program settlement	—	19.5	—	19.5
Equity in earnings of unconsolidated affiliate	(9.2)	(3.2)	(14.3)	(8.9)
Other (income) expense, net	(1.7)	(2.2)	4.4	(2.8)
Total costs and expenses	181.2	198.6	363.7	383.6
Income before income taxes	122.1	105.5	203.4	197.6
Provision for income taxes	(38.8)	(35.8)	(66.9)	(66.6)
Net income	83.3	69.7	136.5	131.0
Less: Net income attributable to noncontrolling interests	(0.5)	(0.4)	(0.8)	(0.8)
Net income attributable to W. R. Grace & Co. shareholders	$82.8	$69.3	$135.7	$130.2
Earnings Per Share Attributable to W. R. Grace & Co. Shareholders				
Basic earnings per share:				
Net income attributable to W. R. Grace & Co. shareholders	$1.09	$0.93	$1.79	$1.75
Weighted average number of basic shares	76.3	74.7	76.0	74.5
Diluted earnings per share:				
Net income attributable to W. R. Grace & Co. shareholders	$1.07	$0.90	$1.75	$1.70
Weighted average number of diluted shares	77.6	76.6	77.4	76.5

The Notes to Consolidated Financial Statements are an integral part of these statements.

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W. R. Grace & Co. and Subsidiaries
Consolidated Statements of Comprehensive Income (unaudited)

(In millions)	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Net income	$83.3	$69.7	$136.5	$131.0
Other comprehensive income (loss):				
Defined benefit pension and other postretirement plans, net of income taxes	33.3	(37.4)	69.5	(27.3)
Currency translation adjustments	(16.8)	(15.6)	(23.3)	(9.4)
Gain (loss) from hedging activities, net of income taxes	(0.8)	1.6	(0.4)	1.5
Total other comprehensive income (loss) attributable to noncontrolling interests	(0.4)	0.2	(0.2)	0.3
Total other comprehensive income (loss)	15.3	(51.2)	45.6	(34.9)
Comprehensive income	98.6	18.5	182.1	96.1
Less: comprehensive income attributable to noncontrolling interests	(0.1)	(0.6)	(0.6)	(1.1)
Comprehensive income attributable to W. R. Grace & Co. shareholders	$98.5	$17.9	$181.5	$95.0

The Notes to Consolidated Financial Statements are an integral part of these statements.

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W. R. Grace & Co. and Subsidiaries
Consolidated Statements of Cash Flows (unaudited)

(In millions)	Six Months Ended June 30, 2013	2012
OPERATING ACTIVITIES		
Net income	$136.5	$131.0
Reconciliation to net cash provided by operating activities:		
Depreciation and amortization	61.8	59.2
Equity in earnings of unconsolidated affiliate	(14.3)	(8.9)
Dividend received from unconsolidated affiliate	2.8	6.3
Chapter 11 expenses, net of interest income	8.1	8.2
Chapter 11 expenses paid	(7.1)	(6.5)
Libby medical program settlement	—	19.5
Provision for income taxes	66.9	66.6
Income taxes paid, net of refunds	(26.9)	(30.4)
Interest accrued on pre-petition liabilities subject to compromise	18.4	19.7
Restructuring expenses and related asset impairments	5.1	5.3
Payments for restructuring expenses	(2.3)	(4.9)
Defined benefit pension expense	36.7	35.6
Payments under defined benefit pension arrangements	(58.0)	(118.2)
Provision for environmental remediation	2.3	1.2
Expenditures for environmental remediation	(6.3)	(6.6)
Changes in assets and liabilities, excluding effect of currency translation:		
Trade accounts receivable	(3.3)	(42.6)
Inventories	(39.5)	6.5
Accounts payable	37.1	11.3
All other items, net	(47.7)	(32.6)
Net cash provided by operating activities	170.3	119.7
INVESTING ACTIVITIES		
Capital expenditures	(73.7)	(66.4)
Businesses acquired, net of cash acquired	(15.8)	—
Transfer to short-term investments	(500.0)	—
Transfer from (to) restricted cash and cash equivalents	29.1	(3.7)
Other investing activities	2.3	0.2
Net cash used for investing activities	(558.1)	(69.9)
FINANCING ACTIVITIES		
Net repayments under credit arrangements	(17.0)	(1.0)
Proceeds from exercise of stock options	25.2	17.8
Other financing activities	1.8	3.8
Net cash provided by financing activities	10.0	20.6
Effect of currency exchange rate changes on cash and cash equivalents	(16.7)	(7.3)
(Decrease) increase in cash and cash equivalents	(394.5)	63.1
Cash and cash equivalents, beginning of period	1,336.9	1,048.3
Cash and cash equivalents, end of period	$942.4	$1,111.4

The Notes to Consolidated Financial Statements are an integral part of these statements.

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W. R. Grace & Co. and Subsidiaries
Consolidated Balance Sheets (unaudited)

(In millions, except par value and shares)	June 30, 2013	December 31, 2012
ASSETS		
Current Assets		
Cash and cash equivalents	$942.4	$1,336.9
Short-term investments	500.0	—
Restricted cash and cash equivalents	168.5	197.6
Trade accounts receivable, less allowance of $5.2 (2012—$5.2)	470.4	474.8
Accounts receivable—unconsolidated affiliate	11.1	15.6
Inventories	313.4	278.6
Deferred income taxes	52.6	58.3
Other current assets	91.4	78.4
Total Current Assets	2,549.8	2,440.2
Properties and equipment, net of accumulated depreciation and amortization of $1,807.2 (2012—$1,785.1)	772.6	770.5
Goodwill	201.2	196.7
Patents, licenses and other intangible assets, net	78.9	82.7
Deferred income taxes	900.9	956.3
Asbestos-related insurance	500.0	500.0
Overfunded defined benefit pension plans	28.3	33.8
Investment in unconsolidated affiliate	99.5	85.5
Other assets	34.3	24.5
Total Assets	$5,165.5	$5,090.2
LIABILITIES AND EQUITY		
Liabilities Not Subject to Compromise		
Current Liabilities		
Debt payable within one year	$70.7	$83.4
Debt payable—unconsolidated affiliate	4.5	3.6
Accounts payable	279.3	249.4
Accounts payable—unconsolidated affiliate	3.4	2.6
Other current liabilities	274.5	307.3
Total Current Liabilities	632.4	646.3
Debt payable after one year	9.2	13.4
Debt payable—unconsolidated affiliate	22.8	22.4
Deferred income taxes	24.3	27.1
Underfunded and unfunded defined benefit pension plans	272.7	400.6
Other liabilities	45.0	45.0
Total Liabilities Not Subject to Compromise	1,006.4	1,154.8
Liabilities Subject to Compromise—Note 2		
Debt plus accrued interest	989.1	973.3
Income tax contingencies	88.5	87.6
Asbestos-related contingencies	2,065.0	2,065.0
Environmental contingencies	137.0	140.5
Postretirement benefits	177.9	188.1
Other liabilities and accrued interest	167.5	162.6
Total Liabilities Subject to Compromise	3,625.0	3,617.1
Total Liabilities	4,631.4	4,771.9

Commitments and Contingencies—Note 10		
Equity		
Common stock issued, par value $0.01; 300,000,000 shares authorized; outstanding: 76,577,841 (2012—75,565,409)	0.8	0.8
Paid-in capital	558.3	536.5
Retained earnings	530.9	395.2
Treasury stock, at cost: shares: 412,359 (2012—1,414,351)	(4.9)	(16.8)
Accumulated other comprehensive loss	(561.5)	(607.3)
Total W. R. Grace & Co. Shareholders' Equity	523.6	308.4
Noncontrolling interests	10.5	9.9
Total Equity	534.1	318.3
Total Liabilities and Equity	$5,165.5	$5,090.2

The Notes to Consolidated Financial Statements are an integral part of these statements.

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W. R. Grace & Co. and Subsidiaries
Consolidated Statements of Equity (unaudited)

(In millions)	Common Stock and Paid-in Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Loss	Noncontrolling Interests	Total Equity
Balance, December 31, 2011	$473.6	$301.1	$(36.8)	$(578.5)	$8.1	$167.5
Net income	—	130.2	—	—	0.8	131.0
Stock plan activity	13.6	—	11.4	—	—	25.0
Other comprehensive income (loss)	—	—	—	(35.2)	0.3	(34.9)
Balance, June 30, 2012	$487.2	$431.3	$(25.4)	$(613.7)	$9.2	$288.6
Balance, December 31, 2012	$537.3	$395.2	$(16.8)	$(607.3)	$9.9	$318.3
Net income	—	135.7	—	—	0.8	136.5
Stock plan activity	21.0	—	11.9	—	—	32.9
Shares issued	0.8	—	—	—	—	0.8
Other comprehensive income (loss)	—	—	—	45.8	(0.2)	45.6
Balance, June 30, 2013	$559.1	$530.9	$(4.9)	$(561.5)	$10.5	$534.1

The Notes to Consolidated Financial Statements are an integral part of these statements.

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Notes to Consolidated Financial Statements

1. Basis of Presentation and Summary of Significant Accounting and Financial Reporting Policies

W. R. Grace & Co., through its subsidiaries, is engaged in specialty chemicals and specialty materials businesses on a global basis through three operating segments: Grace Catalysts Technologies, which includes catalysts and related products used in refining, petrochemical and other chemical manufacturing applications; Grace Materials Technologies, which includes packaging technologies and engineered materials used in consumer, industrial, coatings, and pharmaceutical applications; and Grace Construction Products, which includes specialty construction chemicals and specialty building materials used in commercial, infrastructure and residential construction.

W. R. Grace & Co. conducts substantially all of its business through a direct, wholly owned subsidiary, W. R. Grace & Co.-Conn. ("Grace-Conn."). Grace-Conn. owns substantially all of the assets, properties and rights of W. R. Grace & Co. on a consolidated basis, either directly or through subsidiaries.

As used in these notes, the term "Company" refers to W. R. Grace & Co. The term "Grace" refers to the Company and/or one or more of its subsidiaries and, in certain cases, their respective predecessors.

Voluntary Bankruptcy Filing   During 2000 and the first quarter of 2001, Grace experienced several adverse developments in its asbestos-related litigation, including: a significant increase in personal injury claims, higher than expected costs to resolve personal injury and certain property damage claims, and class action lawsuits alleging damages from ZONOLITE® Attic Insulation ("ZAI"), a former Grace attic insulation product.

After a thorough review of these developments, Grace's Board of Directors concluded that a federal court-supervised bankruptcy process provided the best forum available to achieve fairness in resolving these claims and on April 2, 2001 (the "Filing Date"), Grace and 61 of its United States subsidiaries and affiliates, (collectively, the "Debtors"), filed voluntary petitions for reorganization (the "Filing") under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). The cases were consolidated and are being jointly administered under case number 01-01139 (the "Chapter 11 Cases"). Grace's non-U.S. subsidiaries and certain of its U.S. subsidiaries were not included in the Filing.

Under Chapter 11, the Debtors have continued to operate their businesses as debtors-in-possession under court protection from creditors and claimants, while using the Chapter 11 process to develop and implement a plan for addressing the asbestos-related claims. Since the Filing, all motions necessary to conduct normal business activities have been approved by the Bankruptcy Court. (See Note 2 for Chapter 11 Information.)

Basis of Presentation   The interim Consolidated Financial Statements presented herein are unaudited and should be read in conjunction with the Consolidated Financial Statements presented in the Company's 2012 Annual Report on Form 10-K. Such interim Consolidated Financial Statements reflect all adjustments that, in the opinion of management, are necessary for a fair statement of the results of the interim periods presented; all such adjustments are of a normal recurring nature except for the impacts of adopting new accounting standards as discussed below. All significant intercompany accounts and transactions have been eliminated.

The results of operations for the six-month interim period ended June 30, 2013, are not necessarily indicative of the results of operations for the year ending December 31, 2013.

Reclassifications and Revisions   Certain amounts in prior years' Consolidated Financial Statements have been reclassified to conform to the current year presentation. Such reclassifications have not materially affected previously reported amounts in the Consolidated Financial Statements.

Certain prior period amounts have been revised to correct the previous classification. Cash payments associated with capital expenditures of $4.6 million for the period ended June 30, 2012, previously classified as operating activities in the Statements of Cash Flows have been revised to investing activities. In addition, cash payments associated with capital expenditures of $9.6 million for the period ended September 30, 2012, previously classified as operating activities in the Statements of Cash Flows will be revised to investing activities.

Grace concluded that these revisions were not material to the prior-year Consolidated Financial Statements.

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Notes to Consolidated Financial Statements (Continued)

1. Basis of Presentation and Summary of Significant Accounting and Financial Reporting Policies (Continued)

Use of Estimates The preparation of financial statements in conformity with U.S. generally accepted accounting principles (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Consolidated Financial Statements, and the reported amounts of revenues and expenses for the periods presented. Actual amounts could differ from those estimates, and the differences could be material. Changes in estimates are recorded in the period identified. Grace's accounting measurements that are most affected by management's estimates of future events are:

- Contingent liabilities, which depend on an assessment of the probability of loss and an estimate of ultimate resolution cost, such as asbestos-related matters and litigation (see Notes 2 and 3), income taxes (see Note 7), and environmental remediation (see Note 10);
- Pension and postretirement liabilities that depend on assumptions regarding participant life spans, future inflation, discount rates and total returns on invested funds (see Note 8);
- Realization values of net deferred tax assets and insurance receivables, which depend on projections of future income and cash flows and assessments of insurance coverage and insurer solvency; and
- Recoverability of goodwill, which depends on assumptions used to value reporting units, such as observable market inputs, projections of future cash flows and weighted average cost of capital. The Grace Construction Products (GCP) Europe reporting unit continues to operate in a challenging environment. While the fair value of this reporting unit exceeded the carrying value at its last testing date and management does not believe that impairment is probable, the business must continue to improve its performance in future periods, consistent with expectations, to sustain the goodwill carrying value.

The accuracy of management's estimates may be materially affected by the uncertainties arising under Grace's Chapter 11 proceeding.

Currency Translation On February 8, 2013, the Venezuelan government announced that, effective February 13, 2013, the official exchange rate of the bolivar to U.S. dollar would devalue from 4.3 to 6.3. As a result of this currency devaluation, Grace incurred a charge to net income of $8.5 million in the 2013 first quarter. Of this amount, $1.6 million is included in segment operating income.

Short-Term Investments On April 1, 2013, Grace invested $500.0 million in a series of short-term cash investments with a major financial institution. The investments will be liquidated prior to Grace's emergence from bankruptcy and the proceeds are expected to be used to pay a portion of Grace's liabilities subject to compromise.

Effect of New Accounting Standards In June 2011, the FASB issued ASU 2011-05 "Presentation of Comprehensive Income". This update is intended to improve the comparability, consistency, and transparency of financial reporting and to increase the prominence of items reported in other comprehensive income. The new disclosure requirements are effective for fiscal years beginning after December 15, 2011, and for interim periods within those fiscal years, with early adoption permitted. In December 2011, the FASB issued ASU 2011-12 "Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05". This update defers certain paragraphs of ASU 2011-05 pertaining to reclassification adjustments out of accumulated other comprehensive income. This deferral is effective for fiscal years beginning after December 15, 2011, and for interim periods within those fiscal years, with early adoption permitted. Grace continues to report its Consolidated Statement of Other Comprehensive Income as a separate financial statement, immediately following the Consolidated Statement of Operations to comply with the updates that have not been deferred. In February 2013, the FASB issued ASU 2013-02 "Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income", which further clarifies these disclosure requirements. This update is effective for fiscal years beginning after December 15, 2012, and for interim periods within those fiscal years, with early adoption permitted. Grace

Notes to Consolidated Financial Statements (Continued)

1. Basis of Presentation and Summary of Significant Accounting and Financial Reporting Policies (Continued)

adopted this update in the 2013 first quarter and it did not have a material effect on the Consolidated Financial Statements.

In December 2011, the FASB issued ASU 2011-11 "Disclosures about Offsetting Assets and Liabilities". This update is intended to improve the comparability of statements of financial position prepared in accordance with U.S. GAAP and IFRS, requiring both gross and net information about offsetting assets and liabilities. The new requirements are effective for fiscal years beginning on or after January 1, 2013, and for interim periods within those fiscal years. In January 2013, the FASB issued ASU 2013-01 "Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities", which clarifies these disclosure requirements. These standards are effective for fiscal years beginning on or after January 1, 2013, and for interim periods within those fiscal years. Grace adopted these standards for the 2013 first quarter and they did not have a material effect on the Consolidated Financial Statements.

2. Chapter 11 Information

Official Parties to Grace's Chapter 11 Cases   The Bankruptcy Court has appointed four official committees. The Official Committee of Asbestos Personal Injury Claimants (the "PI Committee") and the Official Committee of Asbestos Property Damage Claimants (the "PD Committee") respectively represent two different asbestos claimant constituencies. The other two committees are the Official Committee of Unsecured Creditors (the "Creditors' Committee"), which represents general unsecured creditors, and the Official Committee of Equity Security Holders (the "Equity Committee"), which represents equity security holders. These committees, along with a legal representative of future asbestos personal injury claimants (the "PI FCR") and a legal representative of future asbestos property damage claimants (the "PD FCR"), have the right to be heard on all matters that come before the Bankruptcy Court and have important roles in the Chapter 11 Cases. The Debtors are required to bear certain costs and expenses of the committees and the representatives of future asbestos claimants, including those of their counsel and financial advisors.

As discussed below, the Debtors, the Equity Committee, the PI Committee and the PI FCR have filed a joint plan of reorganization, subsequently amended, with the Bankruptcy Court that is designed to address all pending and future asbestos-related claims and all other pre-petition claims as outlined therein (as amended to date, the "Joint Plan"). The Creditors' Committee, the PD Committee and the PD FCR are not co-proponents of the Joint Plan. On January 31, 2011, the Bankruptcy Court issued an order confirming the Joint Plan. On January 31, 2012, the United States District Court for the District of Delaware (the "District Court") issued an order affirming the Bankruptcy Court's confirmation order, denying all appeals from the confirmation order and confirming the Joint Plan in its entirety. Appeals have been filed challenging the District Court order confirming the Joint Plan. The resolution of any such appeals could have a material effect on the terms and timing of Grace's emergence from Chapter 11. In order for the Joint Plan to become effective, all conditions to the effective date set forth in the Joint Plan must be satisfied or waived.

Plans of Reorganization   Prior to 2008, competing plans of reorganization were filed by Grace and jointly by the PI Committee and the PI FCR. Grace filed its first proposed plan with the Bankruptcy Court in November 2004 and amended it in January 2005 (the "Prior Plan"). However, in April 2008, the Debtors reached an agreement in principle with the PI Committee, the PI FCR, and the Equity Committee designed to resolve all present and future asbestos-related personal injury claims (the "PI Settlement"). A trial for estimating liability for such claims began in January 2008 but was suspended in April 2008 as a result of the PI Settlement.

As contemplated by the PI Settlement, in September 2008, the Debtors, supported by the Equity Committee, the PI Committee and the PI FCR, as co-proponents, filed the Joint Plan to reflect the terms of the PI Settlement. The Joint Plan supersedes the Prior Plan and all other previously filed plans.

In November 2008, the Debtors reached an agreement in principle (the "ZAI PD Term Sheet") with the Putative Class Counsel to the U.S. ZAI claimants, the PD FCR, and the Equity Committee designed to resolve all present and future U.S. ZAI property damage claims and demands.

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Notes to Consolidated Financial Statements (Continued)

2. Chapter 11 Information (Continued)

In January 2011, the Company, Grace Canada, Inc. and legal representatives of Canadian ZAI property damage claimants became parties to an agreement that would settle all Canadian ZAI property damage claims and demands (the "Canadian ZAI Settlement"). Under that agreement, all Canadian ZAI property damage claims and demands would be paid through a separate Canadian ZAI property damage claims fund of CDN$8.6 million. The Canadian ZAI Settlement is subject to the effectiveness of the Joint Plan.

The Joint Plan is designed to address all pending and future asbestos-related claims and all other pre-petition claims as outlined therein. Under the Joint Plan, two asbestos trusts would be established under Section 524(g) of the Bankruptcy Code. All asbestos-related personal injury claims would be channeled for resolution to one asbestos trust (the "PI Trust") and all asbestos-related property damage claims, including U.S. and Canadian ZAI property damage claims, would be channeled to a separate asbestos trust (the "PD Trust"). Amendments and technical modifications to the Joint Plan and several associated documents were filed by the Debtors and co-proponents on nine occasions from December 2008 through December 2010 to, among other things, reflect the agreements described above.

The Joint Plan assumes that Cryovac, Inc. ("Cryovac"), a wholly owned subsidiary of Sealed Air Corporation ("Sealed Air"), will fund the PI Trust and the PD Trust with an aggregate of: (i) $512.5 million in cash (plus interest at 5.5% compounded annually from December 21, 2002); and (ii) 18 million shares (reflecting a two-for-one stock split) of common stock of Sealed Air, pursuant to the terms of a settlement agreement resolving asbestos-related, successor liability and fraudulent transfer claims against Sealed Air and Cryovac (the "Sealed Air Settlement"). The value of the Sealed Air Settlement changes daily with the accrual of interest and the trading value of Sealed Air common stock.

The Joint Plan also assumes that Fresenius AG ("Fresenius") will fund the PI Trust and the PD Trust with an aggregate of $115.0 million pursuant to the terms of a settlement agreement resolving asbestos-related, successor liability and fraudulent transfer claims against Fresenius (the "Fresenius Settlement"). The Sealed Air Settlement and the Fresenius Settlement have been approved by the Bankruptcy Court but remain subject to the fulfillment of specified conditions.

Any plan of reorganization, including the Joint Plan and any plan of reorganization that may be filed in the future by a party-in-interest, will become effective only after a vote of eligible creditors and with the approval of the Bankruptcy Court and the District Court.

All classes of creditors entitled to vote accepted the Joint Plan in May 2009. The class of general unsecured creditors, who voted on a provisional basis pending a determination as to whether the class is impaired and therefore entitled to a vote, voted to reject the Joint Plan. In January 2011, the Bankruptcy Court issued an order confirming the Joint Plan and overruling all objections. In January 2012, the District Court issued an order affirming the Bankruptcy Court's confirmation order, denying all appeals from the confirmation order and confirming the Joint Plan in its entirety. On June 11, 2012, the District Court reaffirmed the confirmation order and the denial of all appeals after motions for reconsideration.

Eight parties filed notices of appeal with the United States Court of Appeals for the Third Circuit (the "Third Circuit") on or before the July 11, 2012, deadline for appeals, of which five were briefed, argued and submitted to the Third Circuit. The appeals generally relate to demands for interest at rates higher than provided for in the Joint Plan, the validity of the asbestos channeling injunctions, and the classification and treatment of claims under the Joint Plan. On July 24, 2013, the Third Circuit ruled in Grace's favor with respect to one of the five appeals. Grace is awaiting decisions with respect to the other four appeals.

On June 5, 2012, the Bankruptcy Court approved agreements among Grace, co-proponents of the Joint Plan, BNSF, and the representatives of Libby, Montana, asbestos personal injury claimants to settle certain objections to the Joint Plan. Those agreements became effective on September 21, 2012, resulting in the withdrawal of the appeals to the Joint Plan by the Libby claimants, BNSF and an insurance company. In addition, in accordance with the agreements, Grace transferred responsibility for the former Grace-operated Libby Medical Program to a locally administered trust and funded the trust with a one-time payment of $19.6 million. Payments to Libby claimants under the Joint Plan are not affected by the Grace-Libby agreement.

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Notes to Consolidated Financial Statements (Continued)

2. Chapter 11 Information (Continued)

The timing of the effectiveness of the Joint Plan and Grace's subsequent emergence will depend on favorable rulings by the Third Circuit and the satisfaction or waiver by Grace, Grace's co-proponents under the Joint Plan, and Sealed Air and Fresenius of the remaining conditions to effectiveness set forth in the Joint Plan, including the availability of any required exit financing and the final resolution of all appeals.

If any of the appeals are resolved adversely to Grace and the other Joint Plan proponents, the Joint Plan may be amended to address the deficiencies identified by the Third Circuit or the Joint Plan may be terminated and a new plan proposed. If the Joint Plan cannot be amended to address all deficiencies identified by the Third Circuit in a manner satisfactory to Grace and the other Joint Plan proponents and Grace cannot reach an agreement with its asbestos creditors on the terms of a new plan of reorganization, Grace would expect to resume the estimation trial, which was suspended in April 2008 due to the PI Settlement, to determine the amount of the asbestos-related liabilities. Whether the Joint Plan is amended or a different plan of reorganization is ultimately confirmed, the value of the interests of holders of Company common stock could be materially different than under the current Joint Plan and the Company common stock could be substantially diluted or canceled.

Joint Plan of Reorganization   Under the terms of the Joint Plan, claims under the Chapter 11 Cases would be satisfied as follows:

Asbestos-Related Personal Injury Claims

All pending and future asbestos-related personal injury claims and demands ("PI Claims") would be channeled to the PI Trust for resolution. The PI Trust would use specified trust distribution procedures to satisfy allowed PI Claims. The PI Trust would be funded with:

- $250 million in cash plus interest thereon from January 1, 2009, to the effective date of the Joint Plan to be paid by Grace;
- Cash in the amount of the PD Initial Payment (as described below) and the ZAI Initial Payment (as described below) to be paid by Grace;
- A warrant to acquire 10 million shares of Company common stock at an exercise price of $17.00 per share, expiring one year from the effective date of the Joint Plan. This obligation will be settled in cash with the PI Trust as discussed below;
- Rights to all proceeds under all of the Debtors' insurance policies that are available for payment of PI Claims;
- Cash in the amount of $512.5 million plus interest thereon from December 21, 2002, to the effective date of the Joint Plan at a rate of 5.5% per annum to be paid by Cryovac reduced by the amount of Cryovac's contribution to the PD Initial Payment and the ZAI Initial Payment (as described below) and 18 million shares of Sealed Air common stock to be paid by Cryovac pursuant to the Sealed Air Settlement;
- Cash in the amount of $115 million to be paid by Fresenius pursuant to the Fresenius Settlement reduced by the amount of Fresenius' contribution to the PD Initial Payment and the ZAI Initial Payment (as described below); and
- Deferred payments by Grace of $110 million per year for 5 years beginning in 2019, and $100 million per year for 10 years beginning in 2024, that would be subordinate to any bank debt or bonds outstanding, guaranteed by the Company and secured by the Company's obligation to issue 50.1% of its outstanding common stock (measured as of the effective date of the Joint Plan) to the PI Trust in the event of default.

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Notes to Consolidated Financial Statements (Continued)

2. Chapter 11 Information (Continued)

Asbestos-Related Property Damage Claims

All pending and future asbestos-related property damage claims and demands ("PD Claims") would be channeled to the PD Trust for resolution. The PD Trust would contribute CDN$8.6 million to a separate Canadian ZAI PD Claims fund through which Canadian ZAI PD Claims would be resolved. The PD Trust would generally resolve U.S. ZAI PD Claims that qualify for payment by paying 55% of the claimed amount, but in no event would the PD Trust pay more per claim than 55% of $7,500 (as adjusted for inflation each year after the fifth anniversary of the effective date of the Joint Plan). The PD Trust would satisfy other allowed PD Claims pursuant to specified trust distribution procedures with cash payments in the allowed settlement amount. Unresolved PD Claims and future PD claims would be litigated pursuant to procedures to be approved by the Bankruptcy Court and, to the extent such claims were determined to be allowed claims, would be paid in cash by the PD Trust in the amount determined by the Bankruptcy Court.

The PD Trust would contain two accounts, the PD account and the ZAI PD account. U.S. ZAI PD Claims would be paid from the ZAI PD account and other PD Claims would be paid from the PD account. The separate Canadian ZAI PD Claims would be paid by a separate fund established in Canada. Each account would have a separate trustee and the assets of the accounts would not be commingled. The two accounts would be funded as follows:

The PD account would be funded with:

- Approximately $152 million in cash plus cash in the amount of the estimated first six months of PD Trust expenses, to be paid by Cryovac and Fresenius (the "PD Initial Payment"), and CDN$8.6 million in cash to be paid by Grace pursuant to the Canadian ZAI Settlement.
- A Grace obligation (the "PD Obligation") providing for a payment to the PD Trust every six months in the amount of the non-ZAI PD Claims allowed during the preceding six months plus interest and, except for the first six months, the amount of PD Trust expenses for the preceding six months. The aggregate amount to be paid under the PD Obligation would not be capped.

The ZAI PD account would be funded as follows (the "ZAI Assets"):

- $30 million in cash plus interest from April 1, 2009, to the effective date of the Joint Plan, to be paid by Cryovac and Fresenius (the "ZAI Initial Payment").
- $30 million in cash on the third anniversary of the effective date of the Joint Plan, to be paid by Grace.
- A Grace obligation providing for the payment of up to 10 contingent deferred payments of $8 million per year during the 20-year period beginning on the fifth anniversary of the effective date of the Joint Plan, with each such payment due only if the ZAI Assets fall below $10 million during the preceding year.

All payments to the PD Trust that were not to be paid on the effective date of the Joint Plan would be secured by the Company's obligation to issue 50.1% of its outstanding common stock (measured as of the effective date of the Joint Plan) to the PD Trust in the event of default. Grace would have the right to conduct annual audits of the books, records and claim processing procedures of the PD Trust.

Other Claims

All allowed administrative claims would be paid in cash and all allowed priority claims would be paid in cash with interest. Secured claims would be paid in cash with interest or by reinstatement. Allowed general unsecured claims would be paid in cash, including any post-petition interest as follows: (i) for holders of pre-petition bank credit facilities, post-petition interest at the rate of 6.09% from the Filing Date through December 31, 2005, and thereafter at floating prime, in each case compounded quarterly; and (ii) for all other unsecured claims that are not subject to a settlement agreement providing otherwise, interest at 4.19% from the Filing Date, compounded annually, or if pursuant to an existing contract, interest at the non-default contract rate. The general unsecured creditors that hold pre-petition bank debt have argued that they are entitled to post-petition interest at the default

Notes to Consolidated Financial Statements (Continued)

2. Chapter 11 Information (Continued)

rate specified under the terms of the underlying credit agreements, which they asserted was approximately an additional $185 million as of December 31, 2012, and growing (Grace believes that if default interest was ultimately determined to be payable, the additional amount of accrued interest would be substantially less than that asserted by the pre-petition bank debt holders). The Bankruptcy Court and the District Court have overruled this assertion and the pre-petition bank debt holders have appealed these rulings to the Third Circuit. Unsecured employee-related claims such as pension, retirement medical obligations and workers compensation claims would be reinstated.

Effect on Company Common Stock

The Joint Plan provides that Company common stock will remain outstanding at the effective date of the Joint Plan, but that the interests of existing shareholders would be subject to dilution in the event of default with respect to the deferred payment obligations to the PI Trust or the PD Trust under the Company's security obligation.

In order to preserve significant tax benefits which are subject to elimination or limitation in the event of a change in control (as defined by the Internal Revenue Code) of Grace, the Joint Plan provides that under certain circumstances, the Board of Directors would have the authority to impose restrictions on the transfer of Grace common stock with respect to certain 5% shareholders. These restrictions will generally not limit the ability of a person that holds less than 5% of Grace common stock after emergence to either buy or sell stock on the open market. In addition, the Bankruptcy Court has approved trading restrictions on Grace common stock until the effective date of a plan of reorganization. These restrictions prohibit (without the consent of the Company) a person from acquiring more than 4.75% of the outstanding Grace common stock or, for any person already holding more than 4.75%, from increasing such person's holdings. This summary of the stock transfer restrictions does not purport to be complete and is qualified in its entirety by reference to the order of the Bankruptcy Court, which has been filed with the SEC.

On October 25, 2012, Grace reached agreement with the PI Committee, the PI FCR and the Equity Committee to settle the warrant in cash during the one-year period after the effective date of the Joint Plan. Under the terms of the agreement, Grace will repurchase the warrant issued to the PI Trust for a price equal to the average of the daily closing prices of Grace common stock during the period commencing one day after the effective date of the Joint Plan and ending on the day prior to the date the PI Trust elects to sell the warrant back to Grace, multiplied by 10 million (the number of shares issuable under the warrant), less $170 million (the aggregate exercise price of the warrant), provided that if the average of the daily closing prices is less than $54.50 per share, then the repurchase price would be $375 million, and if the average of the daily closing prices exceeds $66.00 per share, then the repurchase price would be $490 million. The agreement is terminable by the PI Trust in the event a tender offer, or other proposed transaction that would result in a change in control of the Company, is announced during the one year period after the effective date of the Joint Plan. In such event, the warrant would be settled in stock. The agreement was approved by the Bankruptcy Court on December 11, 2012.

Claims Filings   The Bankruptcy Court established a claims bar date of March 31, 2003, for claims of general unsecured creditors, PD Claims (other than ZAI PD Claims) and medical monitoring claims related to asbestos. The March 31, 2003, claims bar date did not apply to PI Claims or claims related to ZAI PD Claims.

Approximately 14,900 proofs of claim were filed by the March 31, 2003, claims bar date. Of these claims, approximately 9,500 were non-asbestos-related, approximately 4,400 were PD Claims, and approximately 1,000 were for medical monitoring. Under the Joint Plan, the medical monitoring claims would be channeled to the PI Trust for resolution. In addition, approximately 800 proofs of claim were filed after the claims bar date.

Approximately 6,940 non-asbestos-related claims were filed by employees or former employees (the "Employee Claims") for benefits arising from Grace's employee benefit plans. As of June 30, 2013, approximately 170 of these claims remain pending and are to be addressed through the claim objection process and the dispute resolution procedures approved by the Bankruptcy Court.

The remaining non-asbestos, non-employee-related claims include claims for amounts due under pre-petition credit facilities, leases and other contracts, environmental remediation, taxes, and non-asbestos-related

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Notes to Consolidated Financial Statements (Continued)

2. Chapter 11 Information (Continued)

personal injury. As of June 30, 2013, of the approximately 3,300 of these claims filed, approximately 115 claims remain pending and are to be addressed through the claim objection process and the dispute resolution procedures approved by the Bankruptcy Court. As of June 30, 2013, of the approximately 4,335 non-ZAI PD Claims filed, approximately 20 claims remain pending and are to be addressed through the property damage case management order approved by the Bankruptcy Court and/or the Joint Plan or another plan of reorganization.

Additionally, by order dated June 17, 2008, the Bankruptcy Court established October 31, 2008, as the claims bar date for ZAI PD Claims related to property located in the U.S. Approximately 17,960 U.S. ZAI PD Claims were filed prior to the October 31, 2008, claims bar date and, as of June 30, 2013, an additional 1,310 U.S. ZAI PD Claims were filed subsequent to that bar date. Under the Canadian ZAI Settlement, all Canadian ZAI PD Claimants who filed a proof of claim by December 31, 2009, would be entitled to seek compensation from the Canadian ZAI PD Claims Fund. Approximately 14,100 Canadian ZAI PD Claims were filed by the December 31, 2009, bar date and as of June 30, 2013, an additional 220 Canadian ZAI PD Claims were filed subsequent to that bar date. The Joint Plan provides for the channeling of U.S. ZAI PD Claims and Canadian ZAI PD Claims to the PD Trust created under the Joint Plan, and the subsequent transfer of Canadian ZAI PD Claims to a separate Canadian fund. No claims bar date has been set for personal injury claims related to ZAI. The Joint Plan provides that ZAI PI Claims would be channeled to the PI Trust created under the Joint Plan.

Grace is continuing to analyze and review unresolved claims in relation to the Joint Plan. Grace believes that its recorded liabilities for claims subject to the March 31, 2003, claims bar date represent a reasonable estimate of the ultimate allowable amount for claims that are not in dispute or have been submitted with sufficient information to both evaluate the merit and estimate the value of the claim. The PD Claims are considered as part of Grace's overall asbestos liability and are being accounted for as described in Note 3.

Debt Capital   All of the Debtors' pre-petition debt is in default due to the Filing. The accompanying Consolidated Balance Sheets reflect the classification of the Debtors' pre-petition debt within "liabilities subject to compromise." Grace maintains a $100 million cash-collateralized letter of credit facility with a commercial bank to support existing and new financial assurances.

Accounting Impact   The accompanying Consolidated Financial Statements have been prepared in accordance with ASC 852 "Reorganizations". ASC 852 requires that financial statements of debtors-in-possession be prepared on a going concern basis, which contemplates continuity of operations and realization of assets and liquidation of liabilities in the ordinary course of business. However, as a result of the Filing, the realization of certain of the Debtors' assets and the liquidation of certain of the Debtors' liabilities are subject to significant uncertainty. While operating as debtors-in-possession, the Debtors may sell or otherwise dispose of assets and liquidate or settle liabilities for amounts other than those reflected in the Consolidated Financial Statements. Further, the ultimate plan of reorganization could materially change the amounts and classifications reported in the Consolidated Financial Statements.

Pursuant to ASC 852, Grace's pre-petition and future liabilities that are subject to compromise are required to be reported separately on the balance sheet at an estimate of the amount that will ultimately be allowed by the Bankruptcy Court. As of June 30, 2013, such pre-petition liabilities include fixed obligations (such as debt and contractual commitments), as well as estimates of costs related to contingent liabilities (such as asbestos-related litigation, environmental remediation and other claims). Obligations of Grace subsidiaries not covered by the Filing continue to be classified on the Consolidated Balance Sheets based upon maturity dates or the expected dates of payment. ASC 852 also requires separate reporting of certain expenses, realized gains and losses, and provisions for losses related to the Filing as reorganization items. Grace presents reorganization items as "Chapter 11 expenses, net of interest income," a separate caption in its Consolidated Statements of Operations.

Grace has not recorded the benefit of any assets that may be available to fund asbestos-related and other liabilities under the Fresenius Settlement and the Sealed Air Settlement, as under the Joint Plan, these assets will be transferred to the PI Trust and the PD Trust. The estimated fair value available under the Fresenius Settlement and the Sealed Air Settlement as measured at June 30, 2013, was $1,447 million, composed of $115 million in

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Notes to Consolidated Financial Statements (Continued)

2. Chapter 11 Information (Continued)

cash from Fresenius and $1,332 million in cash and stock from Cryovac under the Joint Plan. Payments under the Sealed Air Settlement will be made directly to the PI Trust and the PD Trust by Cryovac.

Grace's Consolidated Balance Sheets separately identify the liabilities that are "subject to compromise" as a result of the Chapter 11 proceedings. In Grace's case, "liabilities subject to compromise" represent both pre-petition and future liabilities as determined under U.S. GAAP. Changes to pre-petition liabilities subsequent to the Filing Date reflect: (1) cash payments under approved court orders; (2) the terms of the Joint Plan, as discussed above and in Note 3, including the accrual of interest on pre-petition debt and other fixed obligations; (3) accruals for employee-related programs; and (4) changes in estimates related to other pre-petition contingent liabilities. The accounting for the asbestos-related liability component of "liabilities subject to compromise" is described in Note 3.

Components of liabilities subject to compromise are as follows:

(In millions)	June 30, 2013	December 31, 2012
Asbestos-related contingencies	$2,065.0	$2,065.0
Pre-petition bank debt plus accrued interest	952.3	937.2
Environmental contingencies	137.0	140.5
Unfunded special pension arrangements	129.6	134.3
Income tax contingencies	88.5	87.6
Postretirement benefits other than pension	59.0	63.9
Drawn letters of credit plus accrued interest	36.8	36.1
Accounts payable	31.3	31.3
Retained obligations of divested businesses	28.7	29.0
Other accrued liabilities	107.5	102.3
Reclassification to current liabilities(1)	(10.7)	(10.1)
Total Liabilities Subject to Compromise	$3,625.0	$3,617.1

(1) As of June 30, 2013, and December 31, 2012, approximately $10.7 million and $10.1 million, respectively, of certain pension and postretirement benefit obligations subject to compromise have been presented in "other current liabilities" in the Consolidated Balance Sheets in accordance with ASC 715 "Compensation—Retirement Benefits".

Note that the unfunded special pension arrangements reflected above exclude non-U.S. pension plans and qualified U.S. pension plans that became underfunded subsequent to the Filing. Contributions to qualified U.S. pension plans are subject to Bankruptcy Court approval.

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Notes to Consolidated Financial Statements (Continued)

2. Chapter 11 Information (Continued)

Change in Liabilities Subject to Compromise

The following table is a reconciliation of the changes in pre-filing date liability balances for the period from the Filing Date through June 30, 2013.

(In millions) (Unaudited)	Cumulative Since Filing
Balance, Filing Date April 2, 2001	$2,366.0
Cash disbursements and/or reclassifications under Bankruptcy Court orders:	
Payment of environmental settlement liability	(252.0)
Freight and distribution order	(5.7)
Trade accounts payable order	(9.1)
Resolution of contingencies subject to Chapter 11	(130.0)
Other court orders for payments of certain operating expenses	(389.0)
Expense (income) items:	
Interest on pre-petition liabilities	568.4
Employee-related accruals	125.3
Provision for asbestos-related contingencies	1,109.8
Provision for environmental contingencies	357.3
Release of income tax contingencies	(79.6)
Balance sheet reclassifications	(36.4)
Balance, end of period	$3,625.0

Additional liabilities subject to compromise may arise due to the rejection of executory contracts or unexpired leases, or as a result of the Bankruptcy Court's allowance of contingent or disputed claims.

For the holders of pre-petition bank credit facilities, beginning January 1, 2006, Grace agreed to pay interest on pre-petition bank debt at the prime rate, adjusted for periodic changes, and compounded quarterly. The effective rate for the six months ended June 30, 2013 and 2012, was 3.25%. From the Filing Date through December 31, 2005, Grace accrued interest on pre-petition bank debt at a negotiated fixed annual rate of 6.09%, compounded quarterly. The pre-petition bank debt holders have argued that they are entitled to post-petition interest at the default rate specified under the terms of the underlying credit agreements, which they asserted was approximately an additional $185 million as of December 31, 2012, and growing (Grace believes that if default interest was ultimately determined to be payable, the additional amount of accrued interest would be substantially less than that asserted by the pre-petition bank debt holders). The Bankruptcy Court and the District Court have overruled this assertion and the pre-petition bank debt holders have appealed these rulings to the Third Circuit.

For the holders of claims who, but for the Filing, would be entitled under a contract or otherwise to accrue or be paid interest on such claim in a non-default (or non-overdue payment) situation under applicable non-bankruptcy law, Grace accrues interest at the rate provided in the contract between the Grace entity and the claimant or such rate as may otherwise apply under applicable non-bankruptcy law.

For all other holders of allowed general unsecured claims, Grace accrues interest at a rate of 4.19% per annum, compounded annually, unless otherwise negotiated during the claim settlement process.

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Notes to Consolidated Financial Statements (Continued)

2. Chapter 11 Information (Continued)

Chapter 11 Expenses

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	2013	2012	2013	2012
Legal and financial advisory fees	$3.8	$3.9	$8.8	$8.6
Interest income	(0.5)	(0.2)	(0.7)	(0.4)
Chapter 11 expenses, net of interest income	$3.3	$3.7	$8.1	$8.2

Pursuant to ASC 852, interest income earned on the Debtors' cash balances must be offset against Chapter 11 expenses.

Condensed Financial Information of the Debtors

W. R. Grace & Co.—Chapter 11 Filing Entities

Debtor-in-Possession Statements of Operations

	Six Months Ended June 30,	
(In millions) (Unaudited)	2013	2012
Net sales, including intercompany	$720.3	$774.8
Cost of goods sold, including intercompany, exclusive of depreciation and amortization shown separately below	437.0	463.2
Selling, general and administrative expenses	120.7	131.8
Defined benefit pension expense	24.0	25.3
Depreciation and amortization	34.6	33.5
Chapter 11 expenses, net of interest income	8.1	8.2
Libby medical program settlement	—	19.5
Research and development expenses	18.8	18.4
Interest expense and related financing costs	18.6	20.4
Restructuring expenses	2.4	2.8
Provision for environmental remediation	2.1	0.9
Other income, net	(36.0)	(38.2)
	630.3	685.8
Income before income taxes and equity in net income of non-filing entities	90.0	89.0
Provision for income taxes	(38.0)	(34.3)
Income before equity in net income of non-filing entities	52.0	54.7
Equity in net income of non-filing entities	83.7	75.5
Net income attributable to W. R. Grace & Co. shareholders	$135.7	$130.2

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Notes to Consolidated Financial Statements (Continued)

2. Chapter 11 Information (Continued)

W. R. Grace & Co.—Chapter 11 Filing Entities
Debtor-in-Possession Statements of Cash Flows

(In millions) (Unaudited)	Six Months Ended June 30, 2013	2012
Operating Activities		
Net income attributable to W. R. Grace & Co. shareholders	$135.7	$130.2
Reconciliation to net cash provided by operating activities:		
Depreciation and amortization	34.6	33.5
Equity in net income of non-filing entities	(83.7)	(75.5)
Provision for income taxes	38.0	34.3
Income taxes paid, net of refunds	(3.4)	(1.8)
Libby medical program settlement	—	19.5
Defined benefit pension expense	24.0	25.3
Payments under defined benefit pension arrangements	(52.8)	(112.1)
Changes in assets and liabilities, excluding the effect of foreign currency translation:		
Trade accounts receivable	(10.3)	(16.5)
Inventories	(27.3)	37.2
Accounts payable	16.8	(7.1)
All other items, net	11.9	(23.9)
Net cash provided by operating activities	83.5	43.1
Investing Activities		
Capital expenditures	(39.9)	(40.1)
Transfer to short-term investments	(500.0)	—
Transfer from (to) restricted cash and cash equivalents	5.1	(1.6)
Net cash used for investing activities	(534.8)	(41.7)
Financing Activities		
Net repayments under credit arrangements	(0.4)	(1.0)
Proceeds from exercise of stock options	25.2	17.8
Net cash provided by financing activities	24.8	16.8
Net (decrease) increase in cash and cash equivalents	(426.5)	18.2
Cash and cash equivalents, beginning of period	1,064.2	788.6
Cash and cash equivalents, end of period	$637.7	$806.8

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Notes to Consolidated Financial Statements (Continued)

2. Chapter 11 Information (Continued)

W. R. Grace & Co.—Chapter 11 Filing Entities
Debtor-in-Possession Balance Sheets

(In millions) (Unaudited)	June 30, 2013	December 31, 2012
ASSETS		
Current Assets		
Cash and cash equivalents	$637.7	$1,064.2
Short-term investments	500.0	—
Restricted cash and cash equivalents	113.2	118.3
Trade accounts receivable, net	142.9	132.6
Accounts receivable—unconsolidated affiliate	10.3	14.1
Receivables from non-filing entities, net	138.6	160.5
Inventories	133.6	106.3
Other current assets	44.6	58.5
Total Current Assets	1,720.9	1,654.5
Properties and equipment, net	440.8	433.5
Deferred income taxes	867.3	935.5
Asbestos-related insurance	500.0	500.0
Loans receivable from non-filing entities, net	282.7	282.1
Investment in non-filing entities	509.3	449.5
Investment in unconsolidated affiliate	99.5	85.5
Other assets	50.4	47.2
Total Assets	$4,470.9	$4,387.8
LIABILITIES AND EQUITY		
Liabilities Not Subject to Compromise		
Current liabilities (including $7.8 due to unconsolidated affiliate) (2012—$6.0)	$222.7	$244.7
Underfunded defined benefit pension plans	42.4	161.0
Other liabilities (including $22.8 due to unconsolidated affiliate) (2012—$22.4)	57.1	56.5
Total Liabilities Not Subject to Compromise	322.2	462.2
Liabilities Subject to Compromise	3,625.0	3,617.1
Total Liabilities	3,947.2	4,079.3
Total W. R. Grace & Co. Shareholders' Equity	523.6	308.4
Noncontrolling interests in Chapter 11 filing entities	0.1	0.1
Total Equity	523.7	308.5
Total Liabilities and Equity	$4,470.9	$4,387.8

In addition to Grace's financial reporting obligations as prescribed by the SEC, the Debtors are also required, under the rules and regulations of the Bankruptcy Code, to periodically file certain statements and schedules with the Bankruptcy Court. This information is available to the public through the Bankruptcy Court. This information is prepared in a format that may not be comparable to information in Grace's quarterly and annual financial statements as filed with the SEC. These statements and schedules are not audited and do not purport to represent the financial position or results of operations of Grace on a consolidated basis.

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Notes to Consolidated Financial Statements (Continued)

3. Asbestos-Related Litigation

Grace is a defendant in property damage and personal injury lawsuits relating to previously sold asbestos-containing products. As of the Filing Date, Grace was a defendant in 65,656 asbestos-related lawsuits, 17 involving claims for property damage (one of which has since been dismissed), and the remainder involving 129,191 claims for personal injury. Due to the Filing, holders of asbestos-related claims are stayed from continuing to prosecute pending litigation and from commencing new lawsuits against the Debtors. Grace's obligations with respect to present and future asbestos claims will be determined through the Chapter 11 process.

Property Damage Litigation The plaintiffs in asbestos property damage lawsuits generally seek to have the defendants pay for the cost of removing, containing or repairing the asbestos-containing materials in the affected buildings. Various factors can affect the merit and value of PD Claims, including legal defenses, product identification, the amount and type of product involved, the age, type, size and use of the building, the legal status of the claimant, the jurisdictional history of prior cases, the court in which the case is pending, and the difficulty of asbestos abatement, if necessary.

Out of 380 asbestos property damage cases (which involved thousands of buildings) filed prior to the Filing Date, 16 remain unresolved. Eight cases relate to ZAI and eight relate to a number of former asbestos-containing products (two of which also are alleged to involve ZAI).

Approximately 4,400 additional PD claims were filed prior to the March 31, 2003, claims bar date established by the Bankruptcy Court. (The March 31, 2003, claims bar date did not apply to ZAI claims.) Grace objected to virtually all PD claims on a number of legal and factual bases. As of June 30, 2013, approximately 430 PD Claims subject to the March 31, 2003, claims bar date remain outstanding. The Bankruptcy Court has approved settlement agreements covering approximately 410 of such claims for an aggregate allowed amount of $151.7 million.

Eight of the ZAI cases were filed as purported class action lawsuits in 2000 and 2001. In addition, 10 lawsuits were filed as purported class actions in 2004 and 2005 with respect to persons and homes in Canada. These cases seek damages and equitable relief, including the removal, replacement and/or disposal of all such insulation. The plaintiffs assert that this product is in millions of homes and that the cost of removal could be several thousand dollars per home. As a result of the Filing, all of these cases have been stayed.

Based on Grace's investigation of the claims described in these lawsuits, and testing and analysis of this product by Grace and others, Grace believes that ZAI was and continues to be safe for its intended purpose and poses little or no threat to human health. The plaintiffs in the ZAI lawsuits dispute Grace's position on the safety of ZAI. In December 2006, the Bankruptcy Court issued an opinion and order holding that, although ZAI is contaminated with asbestos and can release asbestos fibers when disturbed, there is no unreasonable risk of harm from ZAI. In the event the Joint Plan does not become effective, the ZAI claimants have reserved their right to appeal such opinion and order if and when it becomes a final order.

At the Debtors' request, in July 2008, the Bankruptcy Court established a claims bar date for U.S. ZAI PD Claims and approved a related notice program that required any person with a U.S. ZAI PD Claim to submit an individual proof of claim no later than October 31, 2008. Approximately 17,960 U.S. ZAI PD Claims were filed prior to the October 31, 2008, claims bar date, and as of June 30, 2013, an additional 1,310 U.S. ZAI PD Claims were filed. As described above, under the Canadian ZAI Settlement, all Canadian ZAI PD Claims filed before December 31, 2009, would be eligible to seek compensation from the Canadian ZAI property damage claims fund. Approximately 14,100 Canadian ZAI PD Claims were filed by the December 31, 2009 bar date, and as of June 30, 2013, an additional 220 Canadian ZAI PD claims were filed subsequent to that bar date.

As described in Note 2, in November 2008, the Debtors, the Putative Class Counsel to the U.S. ZAI property damage claimants, the PD FCR, and the Equity Committee reached an agreement designed to resolve all present and future U.S. ZAI PD Claims. The terms of the U.S. and Canadian ZAI agreements in principle have been incorporated into the terms of the Joint Plan and related documents.

Upon the occurrence of the effective date under the Joint Plan, all pending and future PD Claims would be channeled for resolution to the PD Trust. PD Claims other than U.S. and Canadian ZAI PD Claims would be litigated in the Bankruptcy Court or a U.S. District Court, including all claims and defenses that would have been

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Notes to Consolidated Financial Statements (Continued)

3. Asbestos-Related Litigation (Continued)

available to the parties prior to the filing of the Chapter 11 Cases as well as any defenses based on the March 31, 2003, claims bar date. Any claims determined to be allowed claims would be paid in cash by the PD Trust. Grace would be obligated to fund the PD Trust every six months in an amount sufficient to enable the PD Trust to pay all such allowed claims and Trust-related expenses.

All allowed U.S. ZAI PD Claims would be paid by the PD Trust from the ZAI PD account and all allowed Canadian ZAI PD Claims would be paid by the Canadian ZAI property damage claims fund. Grace would have no liability or obligation for asbestos-related ZAI PD claims, except for its obligations to fund the PD Trust's ZAI PD account as described in Note 2.

Personal Injury Litigation   Asbestos personal injury claimants allege adverse health effects from exposure to asbestos-containing products formerly manufactured by Grace. Historically, Grace's cost to resolve such claims has been influenced by numerous variables, including the nature of the disease alleged, product identification, proof of exposure to a Grace product, negotiation factors, the solvency of other former producers of asbestos-containing products, cross-claims by co-defendants, the rate at which new claims are filed, the jurisdiction in which the claims are filed, and the defense and disposition costs associated with these claims.

As of the Filing Date, 129,191 PI Claims were pending against Grace. Grace believes that a substantial number of additional PI Claims would have been received between the Filing Date and June 30, 2013, had such PI Claims not been stayed by the Bankruptcy Court.

The Bankruptcy Court entered a case management order for estimating liability for pending and future PI Claims. A trial for estimating liability for PI Claims began in January 2008 but was suspended in April 2008 as a result of the PI Settlement.

Upon the occurrence of the effective date under the Joint Plan, all pending and future asbestos-related personal injury claims would be channeled for resolution to the PI Trust and Grace would have no liability or obligation for asbestos-related personal injury claims, except for its obligations to fund the PI Trust as described in Note 2.

Asbestos-Related Liability   The recorded asbestos-related liability as of June 30, 2013, and December 31, 2012, was $2,065.0 million and is included in "liabilities subject to compromise" in the accompanying Consolidated Balance Sheets. Grace increased its asbestos-related liability by $365.0 million in the 2012 fourth quarter to reflect an updated estimate of the value of the consideration payable to the PI Trust and the PD Trust (the "Trusts") under the Joint Plan, assuming emergence from bankruptcy at the end of 2013. As discussed in Note 2, Grace reached an agreement in October 2012 to cash settle the warrant to be issued to the PI Trust at emergence.

The components of the consideration payable to the Trusts under the Joint Plan are as follows:

- The warrant to acquire 10 million shares of the Company's common stock for $17.00 per share, which will be recorded at fair value on the effective date of the Joint Plan. Under the agreement to cash settle the warrant, the warrant will have a value between $375 million and $490 million. Based on the current trading range of Company common stock and other valuation factors, Grace estimates the value of the warrant at emergence will be the maximum value of $490 million.
- The deferred payment obligation of $110 million per year for five years beginning January 2, 2019, and of $100 million per year for ten years beginning January 2, 2024, which will be recorded at fair value on the effective date of the Joint Plan. Grace estimates the fair value of the deferred payment obligation to be $547 million at emergence. The value of the deferred payment obligation is affected by (i) interest rates; (ii) the Company's credit standing and the payment period of the deferred payments; (iii) restrictive covenants and terms of the Company's other credit facilities; (iv) assessment of the risk of a default, which if default were to occur would require Grace to issue shares of Company common stock; and (v) the subordination provisions of the deferred payment agreement.

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Notes to Consolidated Financial Statements (Continued)

3. Asbestos-Related Litigation (Continued)

- The cash payable by Grace to fund the PI and PD Trusts as discussed in Note 2, which will be recorded at fair value on the effective date of the Joint Plan. Grace estimates the fair value of these payments to be $528 million at emergence.
- As discussed in Note 2, proceeds with respect to all of Grace's insurance policies that provide coverage for asbestos-related claims would be transferred to the PI Trust under the Joint Plan. The recorded asbestos-related insurance receivable and related liability of $500.0 million at June 30, 2013, is within the reasonable range of possible valuations of these policies at emergence.

Grace periodically evaluates the recorded amount of its asbestos-related liability and may further adjust the liability prior to the effective date of the Joint Plan if it determines that the currently recorded amount no longer represents a reasonable estimate of the value of the consideration payable to the Trusts under the Joint Plan. The recorded amount of the asbestos-related liabilities represents a reasonable estimate of the value of the consideration payable to the PI Trust and the PD Trust based on the range of reasonable valuations for the warrant, deferred payment obligations and other consideration payable to the PI Trust and the PD Trust under the Joint Plan as of June 30, 2013, and December 31, 2012.

The ultimate cost of settling the asbestos-related liability will be based on the value of the consideration transferred to the Trusts at emergence and will vary from the current estimate.

Appeals have been filed in the Third Circuit challenging the District Court order confirming the Joint Plan. If any such appeals are resolved adversely to Grace and the other Joint Plan proponents, and if the Joint Plan cannot be amended to address any deficiencies identified by the Third Circuit in a manner satisfactory to Grace and the other Joint Plan proponents, the Debtors would expect to resume the estimation trial, which was suspended in April 2008 due to the PI Settlement, to determine the amount of its asbestos-related liabilities. Through the PI Claim estimation process and the continued adjudication of PD Claims, Grace would seek to demonstrate that most claims have no value because they fail to establish any significant property damage, health impairment or occupational exposure to asbestos from Grace's operations or products. If the Bankruptcy Court agreed with Grace's position on the number of, and the amounts to be paid in respect of, allowed PI Claims and PD Claims, then Grace believes that the value of its asbestos-related liability could be lower than the recorded amount. However, this outcome would be highly uncertain and would depend on a number of Bankruptcy Court rulings favorable to Grace's position. Conversely, the PI and PD Committees and the PI FCR have asserted that Grace's asbestos-related liabilities are substantially higher than the recorded amount, and in fact are in excess of Grace's business value. If the Bankruptcy Court accepted the position of the PI and PD Committees and the PI FCR, then any plan of reorganization likely would result in the loss of all or substantially all equity value by current shareholders.

Insurance Rights   Grace holds insurance policies that provide coverage for 1962 to 1985 with respect to asbestos-related lawsuits and claims. For the most part, coverage for years 1962 through 1972 has been exhausted, leaving coverage for years 1973 through 1985 available for pending and future asbestos claims. Since 1985, insurance coverage for asbestos-related liabilities has not been commercially available to Grace. As discussed in Note 2, pursuant to the Joint Plan, proceeds with respect to all of Grace's insurance policies that provide coverage for asbestos-related claims would be transferred to the PI Trust.

For each insurance year, Grace's coverage consists of both primary and excess coverage. With one exception, coverage disputes regarding Grace's primary insurance policies have been settled, and those settlement amounts have been paid in full.

Grace has entered into settlement agreements, which are dependent upon the effectiveness of the Joint Plan, with underwriters of a portion of Grace's insurance coverage, which includes the unsettled primary coverage referenced in the preceding paragraph. Under most of these agreements, the insurers have agreed, subject to certain conditions, to pay to the PI Trust (directly or through an escrow arrangement) an aggregate of $396.1 million in respect of coverage under the affected policies. Under the remaining agreements, the insurers have agreed to reimburse the PI Trust, subject to certain conditions, which will result in a partial reimbursement of the claims actually paid by the PI Trust.

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Notes to Consolidated Financial Statements (Continued)

3. Asbestos-Related Litigation (Continued)

Prior to filing the Chapter 11 Cases, Grace entered into settlement agreements with various excess insurance carriers that are not dependent upon the effectiveness of the Joint Plan. The unpaid maximum aggregate amount available under these settlement agreements is approximately $487 million. Grace had no agreements in place with insurers with respect to approximately $483 million of excess coverage, which are at layers of coverage that have not yet been triggered. Settlement amounts are generally payable on a percentage of the claims actually paid, which is based on a number of factors including the years over which a claimant was exposed to an asbestos-containing product. Grace estimates that eligible claims would have to exceed $4.0 billion to access the total $970 million of coverage. In the event the Joint Plan becomes effective, some of this settled and unsettled coverage will be superseded by the settlement agreements that are dependent upon the effectiveness of the Joint Plan.

Grace has excess coverage with insolvent or non-paying insurance carriers. Non-paying carriers are those that, although technically solvent, are not currently meeting their obligations to pay claims. Grace has filed and continues to file claims in the insolvency proceedings of these carriers, and Grace periodically receives distributions from some of these insolvent carriers.

The amount of insurance recovered on claims by the PI Trust will depend on the aggregate amount of insurance settlements on the effective date of the Joint Plan and a number of factors that will be determined at the time claims are paid including: the nature of the claim, the relevant exposure years, the timing of payment, the solvency of insurers and the legal status of policy rights. Grace estimates that the recorded amount of $500.0 million is within the reasonable range of possible valuations of these policies at emergence.

4. Inventories

Inventories are stated at the lower of cost or market, and cost is determined using FIFO. Inventories consisted of the following at June 30, 2013, and December 31, 2012:

(In millions)	June 30, 2013	December 31, 2012
Raw materials	$72.2	$66.5
In process	58.1	46.1
Finished products	151.8	133.8
Other	31.3	32.2
	$313.4	$278.6

5. Debt

Components of Debt

(In millions)	June 30, 2013	December 31, 2012
Debt payable within one year	$70.7	$83.4
Debt payable after one year	$9.2	$13.4
Debt Subject to Compromise		
Bank borrowings	$500.0	$500.0
Accrued interest on bank borrowings	452.3	437.2
Drawn letters of credit	26.5	26.5
Accrued interest on drawn letters of credit	10.3	9.6
	$989.1	$973.3
Weighted average interest rates on total debt	3.5 %	3.5 %

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Notes to Consolidated Financial Statements (Continued)

5. Debt (Continued)

At June 30, 2013, the fair value of Grace's debt payable within one year not subject to compromise approximated the recorded value of $70.7 million. Fair value is determined based on expected future cash flows (discounted at market interest rates), quotes from financial institutions and other appropriate valuation methodologies. At June 30, 2013, the carrying value of Grace's bank debt subject to compromise plus interest was $989.1 million. The estimated fair value of the bank debt approximates the carrying value and is estimated using Level 2 inputs; however, because such debt is subject to compromise in Grace's Chapter 11 proceeding, neither carrying values nor market values may reflect ultimate liquidation value.

6. Fair Value Measurements and Risk

Certain of Grace's assets and liabilities are reported at fair value on a gross basis. ASC 820 "Fair Value Measurements and Disclosures" defines fair value as the value that would be received at the measurement date in the principal or "most advantageous" market. Grace uses principal market data, whenever available, to value assets and liabilities that are required to be reported at fair value.

Grace has identified the following financial assets and liabilities that are subject to the fair value analysis required by ASC 820:

Fair Value of Debt and Other Financial Instruments

See Note 5 for a discussion of the fair value of Grace's debt. At June 30, 2013, the recorded values of other financial instruments such as cash equivalents, short-term investments, and trade receivables and payables approximated their fair values, based on the short-term maturities and floating rate characteristics of these instruments.

Derivatives

From time to time, Grace enters into commodity derivatives such as fixed-rate swaps with financial institutions to mitigate the risk of volatility of prices of natural gas or other commodities. Under fixed-rate swaps, Grace locks in a fixed rate with a financial institution for future purchases, purchases its commodity from a supplier at the prevailing market rate, and then settles with the bank for any difference in the rates, thereby "swapping" a variable rate for a fixed rate.

The valuation of Grace's fixed-rate natural gas swaps was determined using a market approach, based on natural gas futures trading prices quoted on the New York Mercantile Exchange. Commodity fixed-rate swaps with maturities of not more than 12 months are used and designated as cash flow hedges of forecasted purchases of natural gas. Current open contracts hedge forecasted transactions until March 2014. The effective portion of the gain or loss on the commodity contracts is recorded in "accumulated other comprehensive loss" and reclassified into income in the same period or periods that the underlying commodity purchase affects income. At June 30, 2013, the contract volume, or notional amount, of the commodity contracts was 1.7 million MMBtu (million British thermal units) with a total contract value of $6.7 million.

The valuation of Grace's fixed-rate aluminum swaps was determined using a market approach, based on aluminum futures trading prices quoted on the London Metal Exchange. Commodity fixed-rate swaps with maturities of not more than 12 months are used and designated as cash flow hedges of forecasted purchases of aluminum. Current open contracts hedge forecasted transactions until June 2014. The effective portion of the gain or loss on the commodity contracts is recorded in "accumulated other comprehensive loss" and reclassified into income in the same period or periods that the underlying commodity purchase affects income. At June 30, 2013, the contract volume, or notional amount, of the commodity contracts was 2.4 million pounds with a total contract value of $2.2 million.

Because Grace does business in over 40 countries, results are exposed to fluctuations in currency exchange rates. Grace seeks to minimize exposure to these fluctuations by matching sales in volatile currencies with expenditures in the same currencies, but it is not always possible to do so. From time to time Grace will use financial instruments such as currency forward contracts, options, or combinations of the two to reduce the risk of

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Notes to Consolidated Financial Statements (Continued)

6. Fair Value Measurements and Risk (Continued)

certain specific transactions. However, Grace does not have a policy of hedging all exposures, because management does not believe that such a level of hedging would be cost-effective.

The valuation of Grace's currency exchange rate forward contracts is determined using both a market approach and an income approach. Inputs used to value currency exchange rate forward contracts consist of: (1) spot rates, which are quoted by various financial institutions; (2) forward points, which are primarily affected by changes in interest rates; and (3) discount rates used to present value future cash flows, which are based on the London Interbank Offered Rate (LIBOR) curve or overnight indexed swap rates.

In November 2007, Grace purchased currency forward contracts to mitigate the effect of currency risk with respect to intercompany loans between its principal U.S. subsidiary and a German subsidiary. As of June 30, 2013, the total notional amount related to the remaining outstanding currency forward contracts was €194.5 million. These derivatives are not designated as hedging instruments under ASC 815 "Derivatives and Hedging".

The following tables present the fair value hierarchy for financial assets and liabilities measured at fair value on a recurring basis as of June 30, 2013, and December 31, 2012:

	Fair Value Measurements at June 30, 2013 Using			
Items Measured at Fair Value on a Recurring Basis (In millions)	Total	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Currency derivatives	$2.0	$—	$2.0	$—
Commodity derivatives	—	—	—	—
Total Assets	$2.0	$—	$2.0	$—
Liabilities				
Currency derivatives	$1.2	$—	$1.2	$—
Commodity derivatives	0.7	—	0.7	—
Total Liabilities	$1.9	$—	$1.9	$—

	Fair Value Measurements at December 31, 2012 Using			
Items Measured at Fair Value on a Recurring Basis (In millions)	Total	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Currency derivatives	$1.2	$—	$1.2	$—
Commodity derivatives	0.2	—	0.2	—
Total Assets	$1.4	$—	$1.4	$—

Liabilities				
Currency derivatives	$5.1	$—	$5.1	$—
Commodity derivatives	0.4	—	0.4	—
Total Liabilities	$5.5	$—	$5.5	$—

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Notes to Consolidated Financial Statements (Continued)

6. Fair Value Measurements and Risk (Continued)

The following tables present the location and fair values of derivative instruments included in the Consolidated Balance Sheets as of June 30, 2013, and December 31, 2012:

Fair Values of Derivative Instruments at June 30, 2013 (In millions)	Asset Derivatives Balance Sheet Location	Fair Value	Liability Derivatives Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments under ASC 815:				
Commodity contracts	Other current assets	$—	Other current liabilities	$0.7
Currency contracts	Other current assets	0.8	Other current liabilities	0.4
Currency contracts	Other assets	1.2	Other liabilities	—
Derivatives not designated as hedging instruments under ASC 815:				
Currency contracts	Other current assets	—	Other current liabilities	0.8
Total derivatives		$2.0		$1.9

Fair Values of Derivative Instruments at December 31, 2012 (In millions)	Asset Derivatives Balance Sheet Location	Fair Value	Liability Derivatives Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments under ASC 815:				
Commodity contracts	Other current assets	$0.2	Other current liabilities	$0.4
Currency contracts	Other current assets	1.2	Other current liabilities	0.2
Derivatives not designated as hedging instruments under ASC 815:				
Currency contracts	Other current assets	—	Other current liabilities	4.9
Total derivatives		$1.4		$5.5

The following tables present the location and amount of gains and losses on derivative instruments included in the Consolidated Statements of Operations or, when applicable, gains and losses initially recognized in other comprehensive income (loss) ("OCI") for the three and six months ended June 30, 2013 and 2012:

The Effect of Derivative Instruments on the Consolidated Statement of Operations for the Three Months Ended June 30, 2013 (In millions)	Amount of Gain or (Loss) Recognized in OCI on Derivatives (Effective	Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income

	Portion)		(Effective Portion)
Derivatives in ASC 815 cash flow hedging relationships:			
Currency contracts	$1.0	Other income (expense)	$1.0
Currency contracts	—	Cost of goods sold	(0.2)
Commodity contracts	(1.0)	Cost of goods sold	0.5
Total derivatives	$—		$1.3

	Location of Gain or (Loss) Recognized in Income on Derivatives	Amount of Gain or (Loss) Recognized in Income on Derivatives
Derivatives not designated as hedging instruments under ASC 815:		
Currency contracts	Other income (expense)	$(3.6)

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Notes to Consolidated Financial Statements (Continued)

6. Fair Value Measurements and Risk (Continued)

The Effect of Derivative Instruments on the Consolidated Statement of Operations for the Six Months Ended June 30, 2013 (In millions)	Amount of Gain or (Loss) Recognized in OCI on Derivatives (Effective Portion)	Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)
Derivatives in ASC 815 cash flow hedging relationships:			
Currency contracts	$0.7	Other income (expense)	$0.8
Currency contracts	(0.2)	Cost of goods sold	(0.1)
Commodity contracts	(0.3)	Cost of goods sold	0.2
Total derivatives	$0.2		$0.9

	Location of Gain or (Loss) Recognized in Income on Derivatives	Amount of Gain or (Loss) Recognized in Income on Derivatives
Derivatives not designated as hedging instruments under ASC 815:		
Currency contracts	Other income (expense)	$4.1

The Effect of Derivative Instruments on the Consolidated Statement of Operations for the Three Months Ended June 30, 2012 (In millions)	Amount of Gain or (Loss) Recognized in OCI on Derivatives (Effective Portion)	Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)
Derivatives in ASC 815 cash flow hedging relationships:			
Currency contracts	$(0.2)	Cost of goods sold	$—
Commodity contracts	0.5	Cost of goods sold	(2.2)
Total derivatives	$0.3		$(2.2)

	Location of Gain or (Loss) Recognized in Income on Derivatives	Amount of Gain or (Loss) Recognized in Income on Derivatives
Derivatives not designated as hedging instruments under ASC 815:		
Currency contracts	Other income (expense)	$16.7

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Notes to Consolidated Financial Statements (Continued)

6. Fair Value Measurements and Risk (Continued)

The Effect of Derivative Instruments on the Consolidated Statement of Operations for the Six Months Ended June 30, 2012 (In millions)	Amount of Gain or (Loss) Recognized in OCI on Derivatives (Effective Portion)	Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)
Derivatives in ASC 815 cash flow hedging relationships:			
Currency contracts	$—	Cost of goods sold	$(0.2)
Commodity contracts	(2.3)	Cost of goods sold	(4.4)
Total derivatives	$(2.3)		$(4.6)
		Location of Gain or (Loss) Recognized in Income on Derivatives	Amount of Gain or (Loss) Recognized in Income on Derivatives
Derivatives not designated as hedging instruments under ASC 815:			
Currency contracts		Other income (expense)	$7.8

Debt and Interest Rate Swap Agreements

Grace was not a party to any debt or interest rate swaps at June 30, 2013, and December 31, 2012.

Credit Risk

Grace is exposed to credit risk in its trade accounts receivable. Customers in the petroleum refining and construction industries represent the greatest exposure. Grace's credit evaluation policies, relatively short collection terms and history of minimal credit losses mitigate credit risk exposures. Grace does not generally require collateral for its trade accounts receivable, but may require a bank letter of credit in certain instances, particularly when selling to customers in cash restricted countries.

Grace may also be exposed to credit risk in its derivatives contracts. Grace monitors counterparty credit risk and currently does not anticipate nonperformance by its derivatives counterparties. Grace's derivatives contracts are with internationally recognized commercial financial institutions.

7. Income Taxes

The income tax provision on 2013 forecasted annual income is estimated to be 33.7% as of June 30, 2013, compared with a benefit of 64.6% for the year ended December 31, 2012. The primary differences between these rates and the statutory rate generally relate to changes in tax contingencies, certain nondeductible expenses including Chapter 11 expenses, tax rate differences in foreign jurisdictions and other discrete adjustments. In addition, the 2012 benefit was primarily due to the $365.0 million charge to increase the asbestos-related liability, the release of the state valuation allowance, and the utilization of domestic production activity incentives.

Grace generally has not had to pay U.S. Federal income taxes in cash in recent years since available tax deductions and credits have fully offset U.S. taxable income.

Grace files U.S. federal income tax returns as well as income tax returns in various state and foreign jurisdictions. In many cases, Grace's uncertain tax positions are related to income tax returns for tax years that remain subject to examination by the relevant taxing authorities. The following table summarizes these open tax years by major jurisdiction:

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Notes to Consolidated Financial Statements (Continued)

7. Income Taxes (Continued)

Tax Jurisdiction(1)	Examination in Progress	Examination Not Yet Initiated
United States—Federal	2007 - 2009	2010 - 2012
United States—State	2007 - 2011	2009 - 2012
Germany	2006 - 2008	2009 - 2012
France	2009 - 2011	2012
United Kingdom	None	2008 - 2012
Italy	None	2008 - 2012
Canada	None	2006 - 2012

(1) Includes federal, state, provincial or local jurisdictions, as applicable.

Grace notes that there are attributes generated in prior years that are otherwise closed by statute and were carried forward into years that are open to examination. Those attributes may still be subject to adjustment to the extent utilized in open years.

As a large taxpayer, Grace is under continual audit by the various tax authorities on open-year tax positions. Based on the status of current examinations in various taxing jurisdictions and applicable judicial decisions applied to Grace's fact pattern, Grace believes it is reasonably possible that in the next 12 months, the amount of the liability for unrecognized tax benefits could increase by as much as $87 million, along with accelerated recognition of a deferred charge of $2.1 million, or decrease by as much as $78 million.

Grace accrues potential interest and any associated penalties related to uncertain tax positions in "provision for income taxes" in the Consolidated Statements of Operations. The total amount of interest and penalties accrued on uncertain tax positions included in the Consolidated Balance Sheets was $9.9 million ($6.9 million net of applicable tax benefits) and $8.3 million ($5.5 million net of applicable tax benefits) as of June 30, 2013, and December 31, 2012, respectively.

8. Pension Plans and Other Postretirement Benefit Plans

Pension Plans The following table presents the funded status of Grace's fully-funded, underfunded, and unfunded pension plans:

(In millions)	June 30, 2013	December 31, 2012
Overfunded defined benefit pension plans	$28.3	$33.8
Underfunded defined benefit pension plans	(61.2)	(179.7)
Unfunded defined benefit pension plans	(211.5)	(220.9)
Total underfunded and unfunded defined benefit pension plans	(272.7)	(400.6)
Unfunded defined benefit pension plans included in liabilities subject to compromise	(123.8)	(128.5)
Pension liabilities included in other current liabilities	(14.0)	(14.0)
Net funded status	$(382.2)	$(509.3)

Fully-funded plans include several advance-funded plans where the fair value of the plan assets exceeds the projected benefit obligation ("PBO"). This group of plans was overfunded by $28.3 million as of June 30, 2013, and the overfunded status is reflected as "overfunded defined benefit pension plans" in the Consolidated Balance Sheets. Underfunded plans include a group of advance-funded plans that are underfunded on a PBO basis. Unfunded plans include several plans that are funded on a pay-as-you-go basis, and therefore, the entire PBO is unfunded. The combined balance of the underfunded and unfunded plans was $410.5 million as of June 30, 2013.

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Notes to Consolidated Financial Statements (Continued)

8. Pension Plans and Other Postretirement Benefit Plans (Continued)

Grace maintains defined benefit pension plans covering current and former employees of certain business units and divested business units who meet age and service requirements. Benefits are generally based on final average salary and years of service. Grace funds its U.S. qualified pension plans ("U.S. qualified pension plans") in accordance with U.S. federal laws and regulations. Non-U.S. pension plans ("non-U.S. pension plans") are funded under a variety of methods, as required under local laws and customs.

Grace also provides, through nonqualified plans, supplemental pension benefits in excess of U.S. qualified pension plan limits imposed by federal tax law. These plans cover officers and higher-level employees and serve to increase the combined pension amount to the level that they otherwise would have received under the U.S. qualified pension plans in the absence of such limits. The nonqualified plans are unfunded and Grace pays the costs of benefits as they are due to the participants.

At the December 31, 2012, measurement date for Grace's defined benefit pension plans, the PBO was approximately $1,955 million as measured under U.S. GAAP. The PBO basis reflects the present value (using a 3.75% discount rate for U.S. plans and a 4.06% weighted average discount rate for non-U.S. plans as of December 31, 2012) of vested and non-vested benefits earned from employee service to date, based upon current services and estimated future pay increases for active employees.

On a quarterly basis, Grace analyzes pension assets and pension liabilities along with the resulting funded status and updates its estimate of these measures. Funded status is adjusted for contributions, benefit payments, actual return on assets, current discount rates, and other identifiable and material actuarial changes. A full remeasurement is performed annually.

The assumed discount rate for pension plans reflects the market rates for high quality corporate bonds currently available and is subject to change based on changes in the overall market interest rates. For the U.S. qualified pension plans, the assumed discount rate of 3.75% as of December 31, 2012, was selected by Grace, in consultation with its independent actuaries, based on a yield curve constructed from a portfolio of high quality bonds for which the timing and amount of cash outflows approximate the estimated payouts of the plan. Based on review of an updated yield curve analysis as of June 30, 2013, Grace increased the discount rate for the U.S. qualified pension plans from 3.75% at December 31, 2012, to 4.50% at June 30, 2013, based on market rates at that time. Grace also evaluated the current discount rates for the pension plans in the United Kingdom, Germany and Canada, which combined represented approximately 90% of the benefit obligation of the non-U.S. pension plans as of December 31, 2012. Based on review of the yield curve analyses for these plans as of June 30, 2013, Grace changed the discount rate for the United Kingdom from 4.25% at December 31, 2012, to 4.50% at June 30, 2013, and for Germany from 3.50% at December 31, 2012, to 3.75% at June 30, 2013. Grace did not change the discount rate in effect at December 31, 2012, for Canada (4.50%). The funded status as of June 30, 2013, reflects an increase in total assets of approximately $7 million and a decrease in total liabilities of approximately $129 million as compared with December 31, 2012, resulting from the change in discount rates (including the postretirement plan).

Postretirement Benefits Other Than Pensions   Grace provides postretirement health care and life insurance benefits for retired employees of certain U.S. business units and certain divested business units. The postretirement medical plan provides various levels of benefits to employees hired before 1993 who retire from Grace after age 55 with at least 10 years of service. These plans are unfunded and Grace pays a portion of the costs of benefits under these plans as they are incurred. Grace applies ASC 715 to these plans, which requires that the future costs of postretirement health care and life insurance benefits be accrued over the employees' years of service.

Retirees and beneficiaries covered by the postretirement medical plan are required to contribute a minimum of 40% of the calculated premium for that coverage. During 2002, per capita costs under the retiree medical plans exceeded caps on the amount Grace was required to contribute under a 1993 amendment to the plan. As a result, for 2003 and future years, retirees will bear 100% of any increase in premium costs.

For 2013 measurement purposes, per capita costs, before retiree contributions, were assumed to initially increase at a rate of 8.25%. The rate of increase is assumed to decrease gradually to 5% through 2020 and

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Notes to Consolidated Financial Statements (Continued)

8. Pension Plans and Other Postretirement Benefit Plans (Continued)

remain at that level thereafter. A one percentage point increase or decrease in assumed health care medical cost trend rates would not materially change Grace's postretirement benefit obligations (impact of less than $1 million) and would have a negligible impact on the aggregate of the service and interest cost components of net periodic benefit cost.

Components of Net Periodic Benefit Cost

	Three Months Ended June 30,					
	2013			2012		
	Pension		Other Post	Pension		Other Post
(In millions)	U.S.	Non-U.S.	Retirement	U.S.	Non-U.S.	Retirement
Service cost	$6.2	$2.6	$—	$5.2	$2.2	$—
Interest cost	13.0	5.1	0.6	13.8	5.3	0.7
Expected return on plan assets	(17.0)	(3.5)	—	(16.6)	(3.7)	—
Amortization of prior service cost	0.2	—	—	0.2	—	—
Amortization of net deferred actuarial loss	9.4	2.1	0.1	9.2	1.2	0.1
Net periodic benefit cost	$11.8	$6.3	$0.7	$11.8	$5.0	$0.8

	Six Months Ended June 30,					
	2013			2012		
	Pension		Other Post	Pension		Other Post
(In millions)	U.S.	Non-U.S.	Retirement	U.S.	Non-U.S.	Retirement
Service cost	$12.6	$5.4	$0.1	$10.7	$4.5	$0.1
Interest cost	26.0	10.2	1.1	28.0	10.8	1.3
Expected return on plan assets	(34.0)	(7.0)	—	(31.6)	(7.4)	—
Amortization of prior service cost	0.4	—	—	0.4	—	—
Amortization of net deferred actuarial loss	19.0	4.1	0.2	17.8	2.4	0.3
Net periodic benefit cost	$24.0	$12.7	$1.4	$25.3	$10.3	$1.7

Plan Contributions and Funding   Subject to any required approval of the Bankruptcy Court, Grace intends to satisfy its funding obligations under the U.S. qualified pension plans and to comply with all of the requirements of the Employee Retirement Income Security Act of 1974 ("ERISA"). For ERISA purposes, funded status is calculated on a different basis than under U.S. GAAP. On March 11, 2013, Grace obtained Bankruptcy Court approval to make an accelerated contribution to the U.S. qualified pension plans of up to $50 million in 2013. In that regard, Grace contributed approximately $50 million in the first quarter of 2013 to the trusts that hold assets of the U.S. qualified pension plans. While Grace intends to continue to fund all minimum required payments under the U.S. qualified pension plans, there can be no assurance that the Bankruptcy Court will continue to approve these payments. Contributions to non-U.S. pension plans are not subject to Bankruptcy Court approval and Grace intends to fund such plans based on applicable legal requirements and actuarial and trustee recommendations.

Grace plans to pay benefits as they become due under virtually all pay-as-you-go plans and to maintain compliance with federal funding laws for its U.S. qualified pension plans.

Defined Contribution Retirement Plan   Grace sponsors a defined contribution retirement plan for its employees in the United States. This plan is qualified under section 401(k) of the U.S. tax code. Currently, Grace contributes an amount equal to 100% of employee contributions, up to 6% of an individual employee's salary or

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Notes to Consolidated Financial Statements (Continued)

8. Pension Plans and Other Postretirement Benefit Plans (Continued)

wages. Grace's costs related to this benefit plan for the three and six months ended June 30, 2013, were $3.4 million and $6.7 million compared with $3.2 million and $6.6 million for the corresponding prior-year periods.

9. Other Balance Sheet Accounts

(In millions)	June 30, 2013	December 31, 2012
Other Current Liabilities		
Accrued compensation	$62.7	$84.5
Income tax payable	57.8	44.8
Customer volume rebates	28.6	32.5
Pension liabilities	14.0	14.0
Accrued Chapter 11 reorganization expenses	7.5	6.6
Accrued commissions	7.4	12.9
Restructuring liability	5.2	3.0
Fair value of currency forward and commodity contracts	1.9	5.5
Deferred tax liability	0.6	0.6
Other accrued liabilities	88.8	102.9
	$274.5	$307.3

Accrued compensation in the table above includes salaries and wages as well as estimated current amounts due under the annual and long-term incentive programs.

10. Commitments and Contingent Liabilities

See Note 3 to the Consolidated Financial Statements for a discussion of Grace's asbestos-related liability.

Environmental Remediation   Grace is subject to loss contingencies resulting from extensive and evolving federal, state, local and foreign environmental laws and regulations relating to the generation, storage, handling, discharge, disposition and stewardship of hazardous wastes and other materials. Grace accrues for anticipated costs associated with investigative and remediation efforts where an assessment has indicated that a probable liability has been incurred and the cost can be reasonably estimated. These accruals do not take into account any discounting for the time value of money.

Grace's environmental liabilities are reassessed whenever circumstances become better defined or remediation efforts and their costs can be better estimated. These liabilities are evaluated based on currently available information, including the progress of remedial investigation at each site, the current status of discussions with regulatory authorities regarding the method and extent of remediation at each site, existing technology, prior experience in contaminated site remediation and the apportionment of costs among potentially responsible parties.

Estimated Investigation and Remediation Costs

At June 30, 2013, Grace's estimated liability for environmental investigation and remediation costs (non-asbestos and asbestos-related) totaled $137.4 million, compared with $141.5 million at December 31, 2012. These amounts are based on funding and/or remediation agreements in place, including the Multi-Site Agreement described below, and Grace's estimate of costs for sites not subject to a formal remediation plan for which sufficient information is available to estimate investigation and remediation costs. These amounts do not include the cost to remediate the Libby vermiculite mine or costs related to any additional EPA claims, whether resulting from EPA's reinvestigation of vermiculite facilities or otherwise, which may be material but are not currently estimable. Due to these vermiculite-related matters, it is probable that Grace's actual investigation and remediation costs will exceed Grace's current estimates by material amounts. Net cash expenditures charged

Notes to Consolidated Financial Statements (Continued)

10. Commitments and Contingent Liabilities (Continued)

against previously established reserves for the six months ended June 30, 2013 and 2012, were $6.3 million and $6.6 million, respectively.

Vermiculite-Related Matters

Grace purchased a vermiculite mine in Libby, Montana, in 1963 and operated it until 1990. Vermiculite concentrate from the Libby mine was used in the manufacture of attic insulation and other products. Some of the vermiculite ore that was mined at the Libby mine contained naturally occurring asbestos. The U.S. Environmental Protection Agency (EPA) has investigated sites, including some owned by Grace, which used, stored or processed vermiculite concentrate from the Libby mine. EPA, Grace and/or other potentially responsible parties have conducted investigations and/or remedial actions at those sites identified by EPA as requiring remedial action.

During 2010, EPA began reinvestigating up to 105 facilities where vermiculite concentrate from the Libby mine was processed. Grace is cooperating with EPA on this reinvestigation. EPA has requested that Grace perform remediation at eight of these facilities. It is probable that EPA will request additional remediation at other facilities. Grace does not have sufficient information to identify either the sites that might require additional remediation or the cost of any additional remediation. Grace will continue to monitor EPA's reinvestigation of the remaining sites and assess any information received from EPA. A liability will be recorded in the future should Grace determine that an obligation is probable and reasonably estimable.

Grace's total estimated liability for asbestos remediation studies and other estimable matters related to its former vermiculite operations in Libby, as well as the cost of remediation at vermiculite processing sites outside of Libby, at June 30, 2013, and December 31, 2012, was $59.2 million and $60.8 million, respectively, excluding interest where applicable. It is probable that Grace's ultimate liability will exceed current estimates by material amounts. Grace's current recorded liability will be adjusted as Grace receives new information and amounts become reasonably estimable.

Non-Vermiculite-Related Matters

At June 30, 2013, and December 31, 2012, Grace's estimated liability for remediation of sites not related to its former vermiculite mining and processing activities was $78.2 million and $80.7 million, respectively. This liability relates to Grace's current and former operations, including its share of liability for off-site disposal at facilities where it has been identified as a potentially responsible party. Grace's estimated liability is based upon an evaluation of claims for which sufficient information is available. As Grace receives new information and continues its claims evaluation process, its estimated liability may change materially.

Multi-Site Settlement

EPA filed proofs of claim with respect to potential contamination at 38 sites, including vermiculite-related claims and non-vermiculite-related claims. In June 2008, Grace entered into a multi-site settlement agreement (the "Multi-Site Agreement") with the U.S. Government, on behalf of EPA and other federal agencies. Under the Multi-Site Agreement, Grace agreed to pay approximately $44 million, which is included in the liabilities described above, to the U.S. Government and other parties in settlement of 35 of these outstanding claims and the U.S. Government has agreed not to take action against Grace under the Comprehensive Environmental Response, Compensation, and Liability Act with respect to these sites. Grace is implementing remediation at two of the remaining sites. With respect to the third remaining site, Libby, Montana, EPA's claims have been resolved except for claims related to the Grace-owned Libby vermiculite mine and the surrounding bodies of water and forest lands. Grace is cooperating with EPA to investigate these areas and determine a final remedy. The settlement amount under the Multi-Site Agreement is payable upon Grace's emergence from Chapter 11.

Purchase Commitments   Grace uses purchase commitments to ensure supply and to minimize the volatility of major components of direct manufacturing costs including natural gas, certain metals, rare earths, asphalt, amines and other materials. Such commitments are for quantities that Grace fully expects to use in its normal operations.

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Notes to Consolidated Financial Statements (Continued)

10. Commitments and Contingent Liabilities (Continued)

Guarantees and Indemnification Obligations   Grace is a party to many contracts containing guarantees and indemnification obligations. These contracts primarily consist of:

- Product warranties with respect to certain products sold to customers in the ordinary course of business. These warranties typically provide that products will conform to specifications. Grace generally does not establish a liability for product warranty based on a percentage of sales or other formula. Grace accrues a warranty liability on a transaction-specific basis depending on the individual facts and circumstances related to each sale. Both the liability and annual expense related to product warranties are immaterial to the Consolidated Financial Statements.
- Licenses of intellectual property by Grace to third parties in which Grace has agreed to indemnify the licensee against third party infringement claims.
- Contracts providing for the sale of a former business unit or product line in which Grace has agreed to indemnify the buyer against liabilities arising prior to the closing of the transaction, including environmental liabilities.
- Guarantees of real property lease obligations of third parties, typically arising out of (a) leases entered into by former subsidiaries of Grace, or (b) the assignment or sublease of a lease by Grace to a third party.

Financial Assurances   Financial assurances have been established for a variety of purposes, including insurance and environmental matters, asbestos settlements and appeals, trade-related commitments and other matters. At June 30, 2013, Grace had gross financial assurances issued and outstanding of $254.7 million, composed of $108.5 million of surety bonds issued by various insurance companies and $146.2 million of standby letters of credit and other financial assurances issued by various banks; $79.1 million of these financial assurances have been issued under the letter of credit facility.

Accounting for Contingencies   Although the outcome of each of the matters discussed above cannot be predicted with certainty, Grace has assessed its risk and has made accounting estimates as required under U.S. GAAP. As a result of the Filing, claims related to certain of the items discussed above will be addressed as part of Grace's Chapter 11 proceedings. Accruals recorded for such contingencies have been included in "liabilities subject to compromise" in the accompanying Consolidated Balance Sheets. The amounts of these liabilities as ultimately determined through the Chapter 11 proceedings could be materially different from amounts recorded at June 30, 2013.

11. Restructuring Expenses and Related Asset Impairments

In the second quarter of 2013, Grace incurred cost from restructuring actions as a result of the realignment of the businesses and corporate structure. Grace incurred $4.3 million ($2.8 million in Construction Products and $1.5 million in Corporate) of restructuring expenses and related asset impairments during the second quarter of 2013, compared with $2.3 million during the second quarter of 2012. Substantially all costs related to the restructuring programs are expected to be paid by December 31, 2014.

Restructuring Expenses and Related Asset Impairments (In millions)	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Severance and other employee related costs	$3.6	$2.0	$4.2	$4.9
Asset impairments and other restructuring costs	0.7	0.3	0.9	0.4
Total restructuring expenses and related asset impairments	$4.3	$2.3	$5.1	$5.3

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Notes to Consolidated Financial Statements (Continued)

11. Restructuring Expenses and Related Asset Impairments (Continued)

Restructuring Liability (In millions)	Total
Balance, December 31, 2012	$3.0
Accruals for severance and other costs	4.6
Payments	(2.3)
Currency translation adjustments and other	(0.1)
Balance, June 30, 2013	$5.2

12. Other (Income) Expense, net

Components of other (income) expense, net are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	2013	2012	2013	2012
Translation effects—intercompany loans	$(3.9)	$17.1	$3.5	$7.5
Value of currency forward contracts—intercompany loans	3.5	(16.8)	(4.2)	(8.7)
Currency transaction loss in Venezuela	—	—	8.5	—
Other currency transaction effects	1.6	(0.5)	1.5	0.6
Interest income of non-Debtor subsidiaries	(0.1)	(0.3)	(0.3)	(0.4)
Net (gain) loss on sales of investments and disposals of assets	(1.2)	0.2	(1.1)	0.4
Other miscellaneous income	(1.6)	(1.9)	(3.5)	(2.2)
Total other (income) expense, net	$(1.7)	$(2.2)	$4.4	$(2.8)

13. Other Comprehensive Income (Loss)

The following tables present the pre-tax, tax, and after-tax components of Grace's other comprehensive income (loss) for the three and six months ended June 30, 2013 and 2012:

Three Months Ended June 30, 2013 (In millions)	Pre-Tax Amount	Tax Benefit/ (Expense)	After-Tax Amount
Defined benefit pension and other postretirement plans:			
Amortization of net prior service cost included in net periodic benefit cost	$0.2	$—	$0.2
Amortization of net deferred actuarial loss included in net periodic benefit cost	11.6	(3.9)	7.7
Other changes in funded status	40.2	(14.8)	25.4
Benefit plans, net	52.0	(18.7)	33.3
Currency translation adjustments	(16.8)	—	(16.8)
Loss from hedging activities	(1.3)	0.5	(0.8)
Other comprehensive income attributable to W. R. Grace & Co. shareholders	$33.9	$(18.2)	$15.7

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Notes to Consolidated Financial Statements (Continued)

13. Other Comprehensive Income (Loss) (Continued)

Six Months Ended June 30, 2013 (In millions)	Pre-Tax Amount	Tax Benefit/ (Expense)	After-Tax Amount
Defined benefit pension and other postretirement plans:			
Amortization of net prior service cost included in net periodic benefit cost	$0.4	$(0.1)	$0.3
Amortization of net deferred actuarial loss included in net periodic benefit cost	23.3	(7.9)	15.4
Other changes in funded status	83.1	(29.3)	53.8
Benefit plans, net	106.8	(37.3)	69.5
Currency translation adjustments	(23.3)	—	(23.3)
Loss from hedging activities	(0.7)	0.3	(0.4)
Other comprehensive income attributable to W. R. Grace & Co. shareholders	$82.8	$(37.0)	$45.8

Three Months Ended June 30, 2012 (In millions)	Pre-Tax Amount	Tax Benefit/ (Expense)	After-Tax Amount
Defined benefit pension and other postretirement plans:			
Amortization of net prior service cost included in net periodic benefit cost	$0.2	$—	$0.2
Amortization of net deferred actuarial loss included in net periodic benefit cost	10.5	(3.6)	6.9
Other changes in funded status	(67.9)	23.4	(44.5)
Benefit plans, net	(57.2)	19.8	(37.4)
Currency translation adjustments	(15.6)	—	(15.6)
Gain from hedging activities	2.5	(0.9)	1.6
Other comprehensive loss attributable to W. R. Grace & Co. shareholders	$(70.3)	$18.9	$(51.4)

Six Months Ended June 30, 2012 (In millions)	Pre-Tax Amount	Tax Benefit/ (Expense)	After-Tax Amount
Defined benefit pension and other postretirement plans:			
Amortization of net prior service cost included in net periodic benefit cost	$0.4	$(0.1)	$0.3
Amortization of net deferred actuarial loss included in net periodic benefit cost	20.5	(7.0)	13.5
Other changes in funded status	(60.4)	19.3	(41.1)
Benefit plans, net	(39.5)	12.2	(27.3)
Currency translation adjustments	(9.4)	—	(9.4)
Gain from hedging activities	2.3	(0.8)	1.5
Other comprehensive loss attributable to W. R. Grace & Co. shareholders	$(46.6)	$11.4	$(35.2)

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Notes to Consolidated Financial Statements (Continued)

13. Other Comprehensive Income (Loss) (Continued)

The following tables present the changes in accumulated other comprehensive loss, net of tax, for the six months ended June 30, 2013 and 2012:

Six Months Ended June 30, 2013 (In millions)	Defined Benefit Pension and Other Postretirement Plans	Currency Translation Adjustments	Gains and Losses from Hedging Activities	Unrealized Loss on Investment	Total
Beginning balance	$(641.8)	$35.6	$(0.3)	$(0.8)	$(607.3)
Other comprehensive income (loss) before reclassifications	53.8	(23.3)	0.3	—	30.8
Amounts reclassified from accumulated other comprehensive loss	15.7	—	(0.7)	—	15.0
Net current-period other comprehensive income (loss)	69.5	(23.3)	(0.4)	—	45.8
Ending balance	$(572.3)	$12.3	$(0.7)	$(0.8)	$(561.5)

Six Months Ended June 30, 2012 (In millions)	Defined Benefit Pension and Other Postretirement Plans	Currency Translation Adjustments	Gains and Losses from Hedging Activities	Unrealized Loss on Investment	Total
Beginning balance	$(605.2)	$30.2	$(2.7)	$(0.8)	$(578.5)
Other comprehensive loss before reclassifications	(41.1)	(9.4)	(1.5)	—	(52.0)
Amounts reclassified from accumulated other comprehensive loss	13.8	—	3.0	—	16.8
Net current-period other comprehensive income (loss)	(27.3)	(9.4)	1.5	—	(35.2)
Ending balance	$(632.5)	$20.8	$(1.2)	$(0.8)	$(613.7)

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Notes to Consolidated Financial Statements (Continued)

13. Other Comprehensive Income (Loss) (Continued)

The following tables present the amounts reclassified out of accumulated other comprehensive loss for the three and six months ended June 30, 2013 and 2012:

Three Months Ended June 30, 2013 (In millions)	Amount of Gain or (Loss) Reclassified From Accumulated OCI		Location of Gain or (Loss) Reclassified from Accumulated OCI into Income
Defined benefit pension and other postretirement plans:			
Amortization of net prior service cost	$(0.2	)	Defined benefit pension expense
Amortization of net deferred actuarial loss	(11.6	)	Defined benefit pension expense
Total before tax	(11.8	)	
Tax (expense) benefit	3.9		
Net of tax	$(7.9	)	
Gain (loss) from hedging activities			
Currency contracts	$1.0		Other income (expense)
Currency contracts	(0.2	)	Cost of goods sold
Commodity contracts	0.5		Cost of goods sold
Total before tax	1.3		
Tax (expense) benefit	(0.3	)	
Net of tax	1.0		
Total reclassifications for the period, net of tax	$(6.9	)	

Six Months Ended June 30, 2013 (In millions)	Amount of Gain or (Loss) Reclassified From Accumulated OCI		Location of Gain or (Loss) Reclassified from Accumulated OCI into Income
Defined benefit pension and other postretirement plans:			
Amortization of net prior service cost	$(0.4	)	Defined benefit pension expense
Amortization of net deferred actuarial loss	(23.3	)	Defined benefit pension expense
Total before tax	(23.7	)	
Tax (expense) benefit	8.0		
Net of tax	$(15.7	)	
Gain (loss) from hedging activities			
Currency contracts	$0.8		Other income (expense)
Currency contracts	(0.1	)	Cost of goods sold
Commodity contracts	0.2		Cost of goods sold
Total before tax	0.9		
Tax (expense) benefit	(0.2	)	
Net of tax	0.7		
Total reclassifications for the period, net of tax	$(15.0	)	

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Notes to Consolidated Financial Statements (Continued)

13. Other Comprehensive Income (Loss) (Continued)

Three Months Ended June 30, 2012 (In millions)	Amount of Gain or (Loss) Reclassified From Accumulated OCI		Location of Gain or (Loss) Reclassified from Accumulated OCI into Income
Defined benefit pension and other postretirement plans:			
Amortization of net prior service cost	$(0.2	)	Defined benefit pension expense
Amortization of net deferred actuarial loss	(10.5	)	Defined benefit pension expense
Total before tax	(10.7	)	
Tax (expense) benefit	3.6		
Net of tax	$(7.1	)	
Gain (loss) from hedging activities			
Currency contracts	$—		Cost of goods sold
Commodity contracts	(2.2	)	Cost of goods sold
Total before tax	(2.2	)	
Tax (expense) benefit	0.8		
Net of tax	(1.4	)	
Total reclassifications for the period, net of tax	$(8.5	)	

Six Months Ended June 30, 2012 (In millions)	Amount of Gain or (Loss) Reclassified From Accumulated OCI		Location of Gain or (Loss) Reclassified from Accumulated OCI into Income
Defined benefit pension and other postretirement plans:			
Amortization of net prior service cost	$(0.4	)	Defined benefit pension expense
Amortization of net deferred actuarial loss	(20.5	)	Defined benefit pension expense
Total before tax	(20.9	)	
Tax (expense) benefit	7.1		
Net of tax	$(13.8	)	
Gain (loss) from hedging activities			
Currency contracts	$(0.2	)	Cost of goods sold
Commodity contracts	(4.4	)	Cost of goods sold
Total before tax	(4.6	)	
Tax (expense) benefit	1.6		
Net of tax	(3.0	)	
Total reclassifications for the period, net of tax	$(16.8	)	

Accumulated other comprehensive loss related to the defined benefit pension and other postretirement plans at June 30, 2013, and December 31, 2012, respectively, represents the accumulation of net deferred actuarial losses of $571.3 million and $640.5 million as well as net prior service costs of $1.0 million and $1.3 million. These amounts are net of tax and are amortized as a component of net periodic benefit cost.

Grace is a global enterprise operating in over 40 countries with local currency generally deemed to be the functional currency for accounting purposes. The currency translation amount represents the adjustments necessary to translate

the balance sheets valued in local currencies to the U.S. dollar as of the end of each period presented, and to translate revenues and expenses at average exchange rates for each period presented.
See Note 6 for a discussion of hedging activities.

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Notes to Consolidated Financial Statements (Continued)

14. Earnings Per Share

The following table shows a reconciliation of the numerators and denominators used in calculating basic and diluted earnings per share.

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions, except per share amounts)	2013	2012	2013	2012
Numerators				
Net income attributable to W. R. Grace & Co. shareholders	$82.8	$69.3	$135.7	$130.2
Denominators				
Weighted average common shares—basic calculation	76.3	74.7	76.0	74.5
Dilutive effect of employee stock options	1.3	1.9	1.4	2.0
Weighted average common shares—diluted calculation	77.6	76.6	77.4	76.5
Basic earnings per share	$1.09	$0.93	$1.79	$1.75
Diluted earnings per share	$1.07	$0.90	$1.75	$1.70

There were approximately 0.3 million and 0.2 million anti-dilutive options outstanding for the three and six months ended June 30, 2013. There were approximately 0.8 million anti-dilutive options outstanding for the three and six months ended June 30, 2012. The effect of the warrant for 10 million shares that would be issued under the Joint Plan, as discussed in Note 2, is not included in diluted earnings per share.

15. Operating Segment Information

Grace is a global producer of specialty chemicals and specialty materials. Grace manages its business through three operating segments: Grace Catalysts Technologies, Grace Materials Technologies, and Grace Construction Products. Grace Catalysts Technologies includes catalysts and related products used in refining, petrochemical and other chemical manufacturing applications. Grace's Advanced Refining Technologies (ART) joint venture is managed in this segment. ART is an unconsolidated affiliate, and Grace accounts for ART using the equity method as discussed in Note 16. Grace Materials Technologies includes packaging technologies and engineered materials, coatings and sealants used in consumer, industrial, and pharmaceutical applications. Grace Construction Products includes specialty construction chemicals and specialty building materials used in commercial, infrastructure and residential construction. Intersegment sales are eliminated in consolidation. The table below presents information related to Grace's operating segments. Only those corporate expenses directly related to the operating segments are allocated for reporting purposes. All remaining corporate items are reported separately and labeled as such.

Grace also excludes defined benefit pension expense from the calculation of segment operating income. Grace believes that the exclusion of defined benefit pension expense provides a better indicator of its operating segment performance as defined benefit pension expense is not managed at an operating segment level.

Grace defines Adjusted EBIT (a non-GAAP financial measure) to be net income adjusted for interest income and expense, income taxes, costs related to Chapter 11, asbestos-related costs, restructuring expenses and related asset impairments, certain costs related to divested businesses, and gains and losses on sales of businesses, product lines, and certain other investments. In the 2013 first quarter, we also adjusted for the currency transaction loss incurred on our Venezuelan cash balances of $6.9 million before taxes.

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Notes to Consolidated Financial Statements (Continued)

15. Operating Segment Information (Continued)

Operating Segment Data

(In millions)	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Net Sales				
Catalysts Technologies	$290.9	$328.6	$557.4	$640.9
Materials Technologies	228.7	224.3	443.6	438.1
Construction Products	283.2	273.8	511.7	502.1
Total	$802.8	$826.7	$1,512.7	$1,581.1
Adjusted EBIT				
Catalysts Technologies segment operating income	$93.8	$100.3	$171.0	$199.2
Materials Technologies segment operating income	44.8	46.4	89.1	82.5
Construction Products segment operating income	45.3	35.5	68.1	56.0
Corporate costs	(23.7)	(21.8)	(44.5)	(47.2)
Defined benefit pension expense	(18.1)	(16.8)	(36.7)	(35.6)
Total	$142.1	$143.6	$247.0	$254.9

Corporate costs include corporate support function costs and other corporate costs such as non-asbestos environmental remediation, insurance premiums and professional fees.

Grace Adjusted EBIT for the three and six months ended June 30, 2013 and 2012, is reconciled below to income before income taxes presented in the accompanying Consolidated Statements of Operations.

Reconciliation of Operating Segment Data to Financial Statements

(In millions)	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Grace Adjusted EBIT	$142.1	$143.6	$247.0	$254.9
Costs related to Chapter 11	(3.3)	(3.4)	(7.1)	(7.4)
Asbestos-related costs	(2.1)	(21.8)	(4.2)	(23.0)
Restructuring expenses and related asset impairments	(4.3)	(2.3)	(5.1)	(5.3)
Certain costs related to divested businesses	—	—	—	(0.2)
Interest expense and related financing costs	(10.9)	(11.3)	(21.4)	(22.6)
Currency transaction loss on cash in Venezuela	—	—	(6.9)	—
Interest income of non-Debtor subsidiaries	0.1	0.3	0.3	0.4
Net income attributable to noncontrolling interests	0.5	0.4	0.8	0.8
Income before income taxes	$122.1	$105.5	$203.4	$197.6

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Notes to Consolidated Financial Statements (Continued)

15. Operating Segment Information (Continued)

The table below presents information related to the geographic areas in which Grace operates. Sales are attributed to geographic areas based on customer location.

Geographic Area Data

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	2013	2012	2013	2012
Net Sales				
United States	$230.0	$238.8	$441.1	$441.1
Canada and Puerto Rico	17.9	23.5	33.5	44.8
Total North America	247.9	262.3	474.6	485.9
Europe Middle East Africa	288.1	309.7	542.5	602.8
Asia Pacific	173.1	167.4	323.7	329.8
Latin America	93.7	87.3	171.9	162.6
Total	$802.8	$826.7	$1,512.7	$1,581.1

16. Unconsolidated Affiliate

Grace accounts for its 50% ownership interest in ART using the equity method of accounting. Grace's investment in ART amounted to $99.5 million and $85.5 million as of June 30, 2013, and December 31, 2012, respectively, and the amount included in "equity in earnings of unconsolidated affiliate" in the Consolidated Statements of Operations totaled $9.2 million and $14.3 million for the three and six months ended June 30, 2013, compared with $3.2 million and $8.9 million for the three and six months ended June 30, 2012.

Grace and ART transact business on a regular basis and maintain several agreements in order to effect such business. These agreements are treated as related party activities with an unconsolidated affiliate. The table below presents summary financial data related to transactions between Grace and ART.

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	2013	2012	2013	2012
Grace sales of catalysts to ART	$52.1	$49.2	$105.0	$99.7
Charges for fixed costs, research and development and selling, general and administrative services to ART	7.1	7.7	15.5	15.1

Grace and Chevron provide lines of credit in the amount of $15.0 million each at a commitment fee of 0.1% of the credit amount. These agreements expire on February 28, 2014. No amounts were outstanding at June 30, 2013, and December 31, 2012.

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Notes to Consolidated Financial Statements (Continued)

17. Noncontrolling Interests in Consolidated Affiliates

Grace conducts certain business activities in various countries through joint ventures with unaffiliated third parties. In certain cases, the financial results and financial position of these joint ventures are fully included in Grace's consolidated financial statements with the partner's interest reflected in noncontrolling interests in the Consolidated Statements of Operations and Consolidated Balance Sheets. The following tables present summary financial information for Grace's consolidated affiliates for which there is a noncontrolling interest:

Statements of Operations	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	2013	2012	2013	2012
Sales	$29.3	$28.3	$53.9	$51.7
Income before taxes	0.5	2.3	1.0	4.1
Net income	0.4	1.9	1.2	3.5
Noncontrolling interests in net income	0.5	0.4	0.8	0.8

Balance Sheets	June 30,	December 31,
(In millions)	2013	2012
Cash	$8.5	$5.7
Other current assets	39.9	41.6
Total assets	81.1	73.8
Total liabilities	55.0	47.2
Shareholders' equity	26.1	26.6
Noncontrolling interests in shareholders' equity	10.5	9.9

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

We generally refer to the quarter ended June 30, 2013, as the "second quarter," the quarter ended June 30, 2012, as the "prior-year quarter," the quarter ended March 31, 2013, as the "2013 first quarter," the six months ended June 30, 2013, as the "six months," and the six months ended June 30, 2012, as the "prior-year period." Our references to "emerging regions" refer to emerging and developing regions as defined by the International Monetary Fund. See Analysis of Operations for a discussion of our non-GAAP performance measures.

Results of Operations

Second Quarter Performance Summary

Following is a summary of our financial performance for the second quarter compared with the prior-year quarter.

- Net sales decreased 2.9% to $802.8 million.
- Adjusted EBIT decreased 1.0% to $142.1 million.
- Grace net income increased 19.5% to $82.8 million or $1.07 per diluted share. Adjusted EPS was $1.12 per diluted share.
- Adjusted EBIT Return On Invested Capital was 33.6% on a trailing four quarters basis compared with 36.1% in the prior year.

Summary Description of Business

We are engaged in specialty chemicals and specialty materials businesses on a worldwide basis through our three operating segments.

Grace Catalysts Technologies produces and sells catalysts and related products used in refining, petrochemical and other chemical manufacturing applications including:

- Fluid catalytic cracking, or FCC, catalysts, that help to "crack" the hydrocarbon chain in distilled crude oil to produce transportation fuels, such as gasoline and diesel fuels, and other petroleum-based products; and FCC additives used to reduce sulfur in gasoline, maximize propylene production from refinery FCC units, and reduce emissions of sulfur oxides, nitrogen oxides and carbon monoxide from refinery FCC units;
- Hydroprocessing catalysts, most of which are marketed through our ART joint venture with Chevron Products Company in which we hold a 50% economic interest, that are used in process reactors to upgrade heavy oils into lighter, more useful products by removing impurities such as nitrogen, sulfur and heavy metals, allowing less expensive feedstocks to be used in the petroleum refining process (ART is not consolidated in our financial statements, so ART's sales are excluded from our sales); and
- Polyolefin catalysts and catalyst supports, for the production of polypropylene and polyethylene thermoplastic resins, which can be customized to enhance the performance of a wide range of industrial and consumer end-use applications including high pressure pipe, geomembranes, food packaging, automotive parts, medical devices, and textiles; and chemical catalysts used in a variety of industrial, environmental and consumer applications.

Grace Materials Technologies produces and sells specialty materials, coatings and sealants and related products used in coatings, consumer, industrial, pharmaceutical, and packaging applications including:

- Engineered materials, including silica-based and silica-alumina-based materials, used in:
- Coatings and print media applications, consisting of functional additives that provide matting effects and corrosion protection for industrial and consumer coatings, enable enhanced media and paper quality in ink jet coatings, and act as a functional filler and retention aid in paper;

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- Consumer applications, as a free-flow agent, carrier or processing aid in food and personal care products; as a toothpaste abrasive and thickener; and for the processing and stabilization of edible oils and beverages;
- Industrial applications, such as tires and rubber, precision investment casting, refractory, insulating glass windows, biofuels, and drying applications, fulfilling various functions such as reinforcement, high temperature binding and moisture scavenging;
- Pharmaceutical, life science, and related applications such as silica-based separation media and excipients and pharmaceutical intermediates combined with complementary purification products including chromatography columns and consumables, and CO_2 adsorbents used in anesthesiology and mine safety applications; and
- Packaging materials, including can and closure sealants used to seal and enhance the shelf life of can and bottle contents; coatings for cans and closures that prevent metal corrosion, protect package contents from the influence of metal and ensure proper adhesion of sealing compounds; and scavenging technologies designed to reduce off-taste and extend the shelf-life of packaged products.

Grace Construction Products produces and sells specialty construction chemicals and specialty building materials, including:

- Construction chemicals including concrete admixtures and fibers used to modify the rheology, improve the durability and enhance various other properties of concrete, mortar, masonry and other cementitious construction materials; and additives used in cement processing to improve energy efficiency in manufacturing, enhance the characteristics of finished cement and improve ease of use; and
- Building materials used in both new construction and renovation/repair projects. The products protect buildings and civil engineering structures from water, vapor and air penetration. The portfolio includes waterproofing membranes for commercial and residential buildings, specialty grouts for use in waterproofing and soil stabilization applications, air and vapor barriers, and other products to solve the specialized needs of preventative and repair applications.

Global scope

We operate our business on a global scale with approximately 72% of our annual 2012 sales and 71% of our six months sales outside the United States. We conduct business in over 40 countries and in more than 40 currencies. We manage our operating segments on a global basis, to serve global markets. Currency fluctuations affect our reported results of operations, cash flows, and financial position.

Analysis of Operations

We have set forth in the table below our key operating statistics with percentage changes for the second quarter compared with the prior-year quarter. Please refer to this Analysis of Operations when reviewing this Management's Discussion and Analysis of Financial Condition and Results of Operations.

We define Adjusted EBIT (a non-GAAP financial measure) to be net income adjusted for interest income and expense, income taxes, costs related to Chapter 11, asbestos-related costs, restructuring expenses and related asset impairments, certain costs related to divested businesses, and gains and losses on sales of businesses, product lines, and certain other investments. In the 2013 first quarter, we also adjusted for the currency transaction loss incurred on our Venezuelan cash balances of $6.9 million before taxes.

We define Adjusted EBITDA (a non-GAAP financial measure) to be Adjusted EBIT adjusted for depreciation and amortization.

We define Adjusted Earnings Per Share (EPS) (a non-GAAP financial measure) to be Diluted EPS adjusted for costs related to Chapter 11, asbestos-related costs, restructuring expenses and related asset impairments, certain costs related to divested businesses, gains and losses on sales of businesses, product lines, and certain other investments, and certain discrete tax items. In the 2013 first quarter, we also adjusted for the currency transaction loss incurred on our Venezuelan cash balances of $0.06 per share.

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We define Adjusted EBIT Return On Invested Capital (a non-GAAP financial measure) to be Adjusted EBIT (on a trailing four quarters basis) divided by the sum of net working capital, properties and equipment and certain other assets and liabilities.

We use Adjusted EBIT as a performance measure in significant business decisions and in determining certain incentive compensation. We use Adjusted EBIT as a performance measure because it provides improved period-to-period comparability for decision making and compensation purposes, and because it better measures the ongoing earnings results of our strategic and operating decisions by excluding the earnings effects of our Chapter 11 proceedings, asbestos liabilities, restructuring activities, and divested businesses.

Adjusted EBIT, Adjusted EBITDA, Adjusted EPS and Adjusted EBIT Return On Invested Capital do not purport to represent income measures as defined under U.S. GAAP, and should not be used as alternatives to such measures as an indicator of our performance. These measures are provided to investors and others to improve the period-to-period comparability and peer-to-peer comparability of our financial results, and to ensure that investors understand the information we use to evaluate the performance of our businesses. We have provided in the following tables a reconciliation of these non-GAAP measures to the most directly comparable financial measure calculated and presented in accordance with U.S. GAAP.

Adjusted EBIT has material limitations as an operating performance measure because it excludes Chapter 11- and asbestos-related costs and may exclude income and expenses from restructuring activities and divested businesses, which historically have been material components of our net income. Adjusted EBITDA also has material limitations as an operating performance measure because it excludes the impact of depreciation and amortization expense. Our business is substantially dependent on the successful deployment of capital, and depreciation and amortization expense is a necessary element of our costs. We compensate for the limitations of these measurements by using these indicators together with net income as measured under U.S. GAAP to present a complete analysis of our results of operations. Adjusted EBIT and Adjusted EBITDA should be evaluated together with net income measured under U.S. GAAP for a complete understanding of our results of operations.

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Analysis of Operations (In millions, except per share amounts)	Three Months Ended June 30, 2013	 2012	 % Change	Six Months Ended June 30, 2013	 2012	 % Change
Net sales:						
Catalysts Technologies	$290.9	$328.6	(11.5)%	$557.4	$640.9	(13.0)%
Materials Technologies	228.7	224.3	2.0%	443.6	438.1	1.3%
Construction Products	283.2	273.8	3.4%	511.7	502.1	1.9%
Total Grace net sales	$802.8	$826.7	(2.9)%	$1,512.7	$1,581.1	(4.3)%
Net sales by region:						
North America	$247.9	$262.3	(5.5)%	$474.6	$485.9	(2.3)%
Europe Middle East Africa	288.1	309.7	(7.0)%	542.5	602.8	(10.0)%
Asia Pacific	173.1	167.4	3.4%	323.7	329.8	(1.8)%
Latin America	93.7	87.3	7.3%	171.9	162.6	5.7%
Total net sales by region	$802.8	$826.7	(2.9)%	$1,512.7	$1,581.1	(4.3)%
Profitability performance measures:						
Adjusted EBIT(A)(B):						
Catalysts Technologies segment operating income	$93.8	$100.3	(6.5)%	$171.0	$199.2	(14.2)%
Materials Technologies segment operating income	44.8	46.4	(3.4)%	89.1	82.5	8.0%
Construction Products segment operating income	45.3	35.5	27.6%	68.1	56.0	21.6%
Corporate support functions	(17.4)	(15.1)	(15.2)%	(33.6)	(34.8)	3.4%
Other corporate costs (including non-asbestos environmental remediation)	(6.3)	(6.7)	6.0%	(10.9)	(12.4)	12.1%
Defined benefit pension expense(B)	(18.1)	(16.8)	(7.7)%	(36.7)	(35.6)	(3.1)%
Adjusted EBIT	142.1	143.6	(1.0)%	247.0	254.9	(3.1)%
Costs related to Chapter 11	(3.3)	(3.4)	2.9%	(7.1)	(7.4)	4.1%
Asbestos-related costs	(2.1)	(21.8)	90.4%	(4.2)	(23.0)	81.7%
Restructuring expenses and related asset impairments	(4.3)	(2.3)	(87.0)%	(5.1)	(5.3)	3.8%
Certain costs related to divested businesses	—	—	—%	—	(0.2)	100.0%
Interest expense and related financing costs	(10.9)	(11.3)	3.5%	(21.4)	(22.6)	5.3%
Currency transaction loss on cash in Venezuela	—	—	—%	(6.9)	—	NM
Interest income of non-Debtor subsidiaries	0.1	0.3	(66.7)%	0.3	0.4	(25.0)%
Provision for income taxes	(38.8)	(35.8)	(8.4)%	(66.9)	(66.6)	(0.5)%
Net income attributable to W. R. Grace & Co. shareholders	$82.8	$69.3	19.5%	$135.7	$130.2	4.2%
Diluted EPS (GAAP)	$1.07	$0.90	18.9%	$1.75	$1.70	2.9%
Adjusted EPS (non-GAAP)	$1.12	$1.14	(1.8)%	$1.94	$2.02	(4.0)%

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Analysis of Operations (In millions)	Three Months Ended June 30, 2013	2012	% Change	Six Months Ended June 30, 2013	2012	% Change
Profitability performance measures:						
Gross margin:						
Catalysts Technologies	42.0 %	40.4 %	1.6 pts	41.2 %	41.2 %	0.0 pts
Materials Technologies	33.7 %	33.5 %	0.2 pts	34.4 %	32.6 %	1.8 pts
Construction Products	36.8 %	35.1 %	1.7 pts	36.2 %	34.7 %	1.5 pts
Total Grace	37.8 %	36.8 %	1.0 pts	37.5 %	36.8 %	0.7 pts
Operating margin:						
Catalysts Technologies	32.2 %	30.5 %	1.7 pts	30.7 %	31.1 %	(0.4) pts
Materials Technologies	19.6 %	20.7 %	(1.1) pts	20.1 %	18.8 %	1.3 pts
Construction Products	16.0 %	13.0 %	3.0 pts	13.3 %	11.2 %	2.1 pts
Total Grace	17.7 %	17.4 %	0.3 pts	16.3 %	16.1 %	0.2 pts
Adjusted EBITDA:						
Adjusted EBIT:						
Catalysts Technologies	$93.8	$100.3	(6.5)%	$171.0	$199.2	(14.2)%
Materials Technologies	44.8	46.4	(3.4)%	89.1	82.5	8.0 %
Construction Products	45.3	35.5	27.6 %	68.1	56.0	21.6 %
Corporate	(41.8)	(38.6)	(8.3)%	(81.2)	(82.8)	1.9 %
Total Grace	142.1	143.6	(1.0)%	247.0	254.9	(3.1)%
Depreciation and amortization:						
Catalysts Technologies	$13.3	$13.6	(2.2)%	$26.8	$27.2	(1.5)%
Materials Technologies	7.8	7.4	5.4 %	15.8	14.8	6.8 %
Construction Products	8.2	8.1	1.2 %	16.4	15.6	5.1 %
Corporate	1.4	0.7	100.0 %	2.8	1.6	75.0 %
Total Grace	30.7	29.8	3.0 %	61.8	59.2	4.4 %
Adjusted EBITDA:						
Catalysts Technologies	$107.1	$113.9	(6.0)%	$197.8	$226.4	(12.6)%
Materials Technologies	52.6	53.8	(2.2)%	104.9	97.3	7.8 %
Construction Products	53.5	43.6	22.7 %	84.5	71.6	18.0 %
Corporate	(40.4)	(37.9)	(6.6)%	(78.4)	(81.2)	3.4 %
Total Grace	172.8	173.4	(0.3)%	308.8	314.1	(1.7)%
Adjusted EBITDA margin:						
Catalysts Technologies	36.8 %	34.7 %	2.1 pts	35.5 %	35.3 %	0.2 pts
Materials Technologies	23.0 %	24.0 %	(1.0) pts	23.6 %	22.2 %	1.4 pts
Construction Products	18.9 %	15.9 %	3.0 pts	16.5 %	14.3 %	2.2 pts
Total Grace	21.5 %	21.0 %	0.5 pts	20.4 %	19.9 %	0.5 pts

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Analysis of Operations (In millions)	Four Quarters Ended June 30, 2013	2012
Calculation of Adjusted EBIT Return On Invested Capital (trailing four quarters):		
Adjusted EBIT	$509.5	$505.0
Invested Capital:		
Trade accounts receivable	481.5	510.5
Inventories	313.4	317.0
Accounts payable	(282.7)	(259.9)
	512.2	567.6
Other current assets (excluding income taxes)	75.9	78.6
Properties and equipment, net	772.6	720.3
Goodwill	201.2	145.4
Investment in unconsolidated affiliate	99.5	76.8
Other assets	113.2	98.3
Other current liabilities (excluding income taxes, Chapter 11, and restructuring)	(203.4)	(233.7)
Other liabilities (including non-asbestos environmental remediation)	(55.7)	(55.6)
Total invested capital	$1,515.5	$1,397.7
Adjusted EBIT Return On Invested Capital	33.6%	36.1%

Amounts may not add due to rounding.

(A) Grace's segment operating income includes only Grace's share of income of consolidated and unconsolidated joint ventures.

(B) Defined benefit pension expense includes all defined benefit pension expense of Grace. Catalysts Technologies, Materials Technologies, and Construction Products segment operating income and corporate costs do not include amounts for defined benefit pension expense.

NM—Not Meaningful

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Grace Overview

Following is an overview of our financial performance for the second quarter and six months compared with the corresponding prior-year periods.

Net Sales and Gross Margin

The following tables identify the year-over-year increase or decrease in sales attributable to changes in sales volume and/or mix, product price, and the impact of currency translation.

	Three Months ended June 30, 2013 as a Percentage Increase (Decrease) from Three Months Ended June 30, 2012			
Net Sales Variance Analysis	Volume	Price	Currency Translation	Total
Catalysts Technologies	(1.5)%	(9.4)%	(0.6)%	(11.5)%
Materials Technologies	1.8%	2.5%	(2.3)%	2.0%
Construction Products	3.6%	1.8%	(2.0)%	3.4%
Net sales	1.1%	(2.5)%	(1.5)%	(2.9)%
By Region:				
North America	(1.7)%	(3.7)%	(0.1)%	(5.5)%
Europe Middle East Africa	(4.1)%	(2.1)%	(0.8)%	(7.0)%
Asia Pacific	8.1%	(2.9)%	(1.8)%	3.4%
Latin America	14.6%	0.5%	(7.8)%	7.3%

Sales for the second quarter decreased 2.9% overall compared with the prior-year quarter. The sales decrease was due to lower pricing (-2.5%), related to lower rare earth surcharges, and unfavorable currency translation (-1.5%), partially offset by higher sales volumes (+1.1%).

Gross margin was 37.8% for the second quarter compared with 36.8% for the prior-year quarter. The increase in gross margin was primarily due to lower manufacturing and raw material costs.

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Net Sales Variance Analysis	Six Months ended June 30, 2013 as a Percentage Increase (Decrease) from Six Months Ended June 30, 2012			
	Volume	Price	Currency Translation	Total
Catalysts Technologies	(0.9)%	(11.7)%	(0.4)%	(13.0)%
Materials Technologies	1.0%	2.1%	(1.8)%	1.3%
Construction Products	2.2%	1.5%	(1.8)%	1.9%
Net sales	0.6%	(3.7)%	(1.2)%	(4.3)%
By Region:				
North America	2.2%	(4.5)%	—%	(2.3)%
Europe Middle East Africa	(6.9)%	(2.8)%	(0.3)%	(10.0)%
Asia Pacific	6.0%	(6.2)%	(1.6)%	(1.8)%
Latin America	12.1%	0.9%	(7.3)%	5.7%

Sales for the six months decreased 4.3% overall compared with the prior-year period. The sales decrease was due to lower pricing (-3.7%), related to lower rare earth surcharges, and unfavorable currency translation (-1.2%), partially offset by higher sales volumes (+0.6%).

Gross margin was 37.5% for the six months compared with 36.8% for the prior-year period. The increase in gross margin was primarily due to lower manufacturing and raw material costs.

Adjusted EBIT

Adjusted EBIT was $142.1 million for the second quarter, a decrease of 1.0% compared with the prior-year quarter. The decrease was primarily due to lower gross profit and higher operating expenses, partially offset by higher earnings from our ART joint venture.

Adjusted EBIT was $247.0 million for the six months, a decrease of 3.1% compared with the prior-year period. The decrease was primarily due to lower gross profit and the impact of currency, partially offset by higher earnings from our ART joint venture.

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Grace Net Income

Grace net income was $82.8 million for the second quarter, an increase of 19.5% compared with $69.3 million for the prior-year quarter. The increase was primarily due to the $19.5 million charge in the 2012 second quarter related to the transfer of the Libby medical program to a local Montana trust, partially offset by an increased income tax provision and higher restructuring expenses.
Grace net income was $135.7 million for the six months, an increase of 4.2% compared with $130.2 million for the prior-year period. The increase was primarily due to the $19.5 million charge in the 2012 second quarter related to the transfer of the Libby medical program to a local Montana trust, partially offset by lower segment operating income and a 2013 first quarter currency transaction loss in Venezuela.
Adjusted EPS
The following table reconciles our Diluted EPS (GAAP) to our Adjusted EPS (non-GAAP):

	Three Months Ended June 30,							
	2013				2012			
(In millions, except per share amounts)	Pre-Tax	Tax at Actual Rate	After-Tax	Per Share	Pre-Tax	Tax at Actual Rate	After-Tax	Per Share
Diluted Earnings Per Share (GAAP)				$1.07				$0.90
Costs related to Chapter 11	$3.3	$0.9	$2.4	0.03	$3.4	$1.0	$2.4	0.03
Asbestos-related costs	2.1	0.8	1.3	0.02	21.8	7.6	14.2	0.19
Restructuring expenses and related asset impairments	4.3	1.4	2.9	0.04	2.3	0.6	1.7	0.02
Discrete tax items:								
Discrete tax items, including adjustments to uncertain tax positions		3.1	(3.1)	(0.04)		(0.1)	0.1	—
Adjusted EPS (non-GAAP)				$1.12				$1.14

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	Six Months Ended June 30,							
	2013				2012			
(In millions, except per share amounts)	Pre-Tax	Tax at Actual Rate	After-Tax	Per Share	Pre-Tax	Tax at Actual Rate	After-Tax	Per Share
Diluted Earnings Per Share (GAAP)				$1.75				$1.70
Costs related to Chapter 11	$7.1	$1.2	$5.9	0.08	$7.4	$2.0	$5.4	0.07
Asbestos-related costs	4.2	1.4	2.8	0.04	23.0	8.0	15.0	0.20
Restructuring expenses and related asset impairments	5.1	1.6	3.5	0.05	5.3	1.6	3.7	0.05
Currency transaction loss on cash in Venezuela	6.9	2.6	4.3	0.06	—	—	—	—
Discrete tax items:								
Discrete tax items, including adjustments to uncertain tax positions		3.2	(3.2)	(0.04)		(0.3)	0.3	—
Adjusted EPS (non-GAAP)				$1.94				$2.02

Adjusted EBIT Return On Invested Capital

Adjusted EBIT Return On Invested Capital for the second quarter was 33.6% on a trailing four quarters basis compared with 36.1% on the same basis for the prior-year quarter. The decrease was primarily due to lower earnings in Catalysts Technologies over the last four quarters. We manage our operations with the objective of maximizing sales, earnings and cash flow over time. Doing so requires that we successfully balance our growth, profitability and working capital and other investments to support sustainable, long-term financial performance. We use Adjusted EBIT Return On Invested Capital as a performance measure in evaluating operating results, in making operating and investment decisions and in balancing the growth and profitability of our operations. Generally, we favor those businesses and investments that provide the highest return on invested capital.

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Operating Segment Overview—Grace Catalysts Technologies
Following is an overview of the financial performance of Catalysts Technologies for the second quarter and six months compared with the corresponding prior-year periods.
Net Sales—Grace Catalysts Technologies

Sales were $290.9 million for the second quarter, a decrease of 11.5% compared with the prior-year quarter. The decrease was due to lower pricing (-9.4%), lower sales volumes (-1.5%) and unfavorable currency translation (-0.6%). The decrease in pricing was due to lower rare earth surcharges. The decrease in sales volumes was primarily due to the scheduled conclusion of a multi-year toll manufacturing contract for a polyolefin catalyst customer, partially offset by higher chemical catalyst sales volumes.
Sales were $557.4 million for the six months, a decrease of 13.0% compared with the prior-year period. The decrease was due to lower pricing (-11.7%), lower sales volumes (-0.9%) and unfavorable currency translation (-0.4%). The decrease in pricing was due to lower rare earth surcharges. The decrease in sales volumes was due to the scheduled conclusion of a multi-year toll manufacturing contract for a polyolefin catalyst customer and 2013 first quarter operational issues experienced by some of our refinery customers.
Segment Operating Income (SOI) and Margin—Grace Catalysts Technologies

Gross profit was $122.2 million for the second quarter, a decrease of 8.1% compared with the prior-year quarter. Segment gross margin was 42.0% compared with 40.4% for the prior-year quarter. The increase in gross margin was primarily due to lower raw material and manufacturing costs, which more than offset lower pricing and sales volumes.

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Segment operating income was $93.8 million for the second quarter, a decrease of 6.5% compared with the prior-year quarter. Segment operating margin for the second quarter increased to 32.2%, an improvement of 170 basis points compared with the prior-year quarter, primarily due to higher earnings from our ART joint venture and higher gross margin, partially offset by higher operating expenses.

Gross profit was $229.5 million for the six months, a decrease of 13.1% compared with the prior-year period. Segment gross margin was 41.2% for both the six months and the prior-year period, as lower raw material and manufacturing costs offset lower pricing and sales volumes.

Segment operating income was $171.0 million for the six months, a decrease of 14.2% compared with the prior-year period. Segment operating margin for the six months decreased to 30.7%, a decline of 40 basis points compared with the prior-year period, primarily due to lower 2013 first quarter gross margin, partially offset by higher earnings from our ART joint venture.

In March 2013, we announced a 10% increase to the base prices of our refining catalysts, as contract terms allow. We undertook this pricing initiative with the objective of increasing the returns in our catalyst business to support continued investments in new product development, technical service and manufacturing capability. During the second quarter, we achieved certain of our objectives for this initiative, but the overall results were below our expectations. We lost about $60 million in annualized sales volumes due to industry response to the pricing initiative, which was greater than we forecast. We plan to recover lost sales volumes and benefit from higher pricing as we introduce new products in the 2013 third quarter and industry dynamics improve over time.

Over the next two quarters we plan to introduce seven new catalyst and additive technologies that target the unique performance requirements of our customers. These include three new products targeted for shale oil feeds, two new products for heavy resid feeds, and two new products for improved propylene production. These are significant new product technologies that customers are demanding and are an important lever for us to recover lost sales volumes.

We plan to permanently close our 35,000 metric ton silica sol refining catalyst manufacturing capacity in the 2013 third quarter. Silica sol catalysts have been in use since the late 1970s and are at the end of their technical and economic lives. Our current silica sol customers, who represent about 1% of total refining catalyst sales, will be transitioned to our alumina-based technology. We expect to record a non-cash charge of $3-$4 million during the 2013 third quarter related to the net book value of our silica sol manufacturing assets.

Operating Segment Overview—Grace Materials Technologies

Following is an overview of the financial performance of Materials Technologies for the second quarter and six months compared with the corresponding prior-year periods.

Net Sales—Grace Materials Technologies

Sales were $228.7 million for the second quarter, an increase of 2.0% compared with the prior-year quarter. The increase was due to improved pricing (+2.5%) and higher sales volumes (+1.8%), partially offset by unfavorable currency translation (-2.3%). Sales in emerging regions increased 4.5% in the second quarter to 42.0% of segment sales due to strong demand in emerging Asia. Sales in advanced economies increased 0.2%

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compared with the prior-year quarter, as growth in Europe offset declines in North America. Sales of packaging technologies products, particularly can sealants, were unfavorably impacted by lower demand for canned beverages due to wet weather in North America.

Sales were $443.6 million for the six months, an increase of 1.3% compared with the prior-year period. The increase was due to improved pricing (+2.1%) and higher sales volumes (+1.0%), partially offset by unfavorable currency translation (-1.8%). Sales in emerging regions increased 6.3% in the six months to 41.6% of segment sales due to strong demand in emerging Asia, particularly in China.

Segment Operating Income (SOI) and Margin—Grace Materials Technologies

Gross profit was $77.0 million for the second quarter, an increase of 2.5% compared with the prior-year quarter. Segment gross margin was 33.7% compared with 33.5% for the prior-year quarter. The increase in gross margin was primarily due to improved pricing and lower raw material costs.

Segment operating income was $44.8 million for the second quarter, a decrease of 3.4% compared with the prior-year quarter. Segment operating margin for the second quarter decreased to 19.6%, a decline of 110 basis points compared with the prior-year quarter. The decrease was primarily due to the timing of certain annual operating expenses and unfavorable currency costs.

Gross profit was $152.4 million for the six months, an increase of 6.6% compared with the prior-year period. Segment gross margin was 34.4% compared with 32.6% for the prior-year period. The increase in gross margin was primarily due to improved pricing and lower manufacturing and raw material costs.

Segment operating income was $89.1 million for the six months, an increase of 8.0% compared with the prior-year period. Segment operating margin for the six months increased to 20.1%, an improvement of 130 basis points compared with the prior-year period. The increase was primarily due to improved gross margin.

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Operating Segment Overview—Grace Construction Products

Following is an overview of the financial performance of Construction Products for the second quarter and six months compared with the corresponding prior-year periods.

Net Sales—Grace Construction Products

Sales were $283.2 million for the second quarter, an increase of 3.4% compared with the prior-year quarter. The increase was due to higher sales volumes (+3.6%) and improved pricing (+1.8%), partially offset by unfavorable currency translation (-2.0%). Sales in emerging regions, which represented 35.9% of sales for the second quarter, increased 11.5% due to strong sales in emerging Asia and Latin America. Sales in North America were unchanged compared with the prior-year quarter as a 5% increase in specialty building materials sales offset a 3% decrease in specialty construction chemicals. Unusually wet weather in North America may have slowed construction activity and reduced demand for cement and concrete chemicals during the second quarter. Sales in Western Europe declined 4.1% compared with the prior-year quarter, due to the continuing weak construction environment and our decision to exit low-margin businesses in the region. Acquisitions in the last year in Brazil and Australia contributed $11.6 million to sales.

Sales were $511.7 million for the six months, an increase of 1.9% compared with the prior-year period. The increase was due to higher sales volumes (+2.2%) and improved pricing (+1.5%), partially offset by unfavorable currency translation (-1.8%). Sales in emerging regions, which represented 36.2% of sales for the six months, increased 11.9% due to strong sales in emerging Asia, Latin America, and the Middle East. Sales in North America declined 1.1% compared with the prior-year period primarily due to lower demand for residential reroofing products driven by 2013 first quarter weather. Sales in Western Europe declined 8.9% compared with the prior-year period, due to the continuing weak construction environment and our decision to exit low-margin businesses in the region. Acquisitions in the last year in Brazil and Australia contributed $18.6 million to sales.

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Segment Operating Income (SOI) and Margin—Grace Construction Products

Gross profit was $104.1 million for the second quarter, an increase of 8.2% compared with the prior-year quarter. Segment gross margin was 36.8% compared with 35.1% for the prior-year quarter. The increase was primarily due to improved pricing and productivity gains.

Segment operating income was $45.3 million for the second quarter, an increase of 27.6% compared with the prior-year quarter. Segment operating margin for the second quarter increased to 16.0%, an improvement of 300 basis points compared with the prior-year quarter. The increase was primarily due to higher gross margin and lower operating expenses.

Gross profit was $185.2 million for the six months, an increase of 6.3% compared with the prior-year period. Segment gross margin was 36.2% compared with 34.7% for the prior-year period. The increase was primarily due to improved pricing and productivity gains.

Segment operating income was $68.1 million for the six months, an increase of 21.6% compared with the prior-year period. Segment operating margin for the six months increased to 13.3%, an improvement of 210 basis points compared with the prior-year period. The increase was primarily due to improved gross margin and lower operating expenses.

Corporate Overview

Corporate costs include corporate support function costs and other corporate costs such as non-asbestos environmental remediation, insurance premiums and professional fees. Corporate costs for the second quarter

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increased $1.9 million compared with the prior-year quarter primarily due to the timing of certain operating expenses in 2012 and 2013.

Corporate costs for the six months decreased 5.7% compared with the prior-year period primarily due to lower operating expenses and the impact of restructuring initiatives announced in the 2012 first quarter.

Defined Benefit Pension Expense

Defined benefit pension expense includes costs under U.S. and non-U.S. defined benefit pension plans that provide benefits to employees of Catalysts Technologies, Materials Technologies, Construction Products, and corporate as well as retirees and former employees of divested businesses where we retained these obligations.

Defined benefit pension expense for the second quarter and six months was $18.1 million and $36.7 million compared with $16.8 million and $35.6 million for the corresponding prior-year periods.

Costs Related to Chapter 11

The following table presents costs related to Chapter 11:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	2013	2012	2013	2012
Costs related to Chapter 11:				
Chapter 11 expenses, net of interest income	$3.3	$3.7	$8.1	$8.2
D&O insurance costs related to Chapter 11	—	—	0.1	0.1
Translation effects—intercompany loans (A)	(3.9)	17.1	3.5	7.5
Value of currency forward contracts—intercompany loans (A)	3.5	(16.8)	(4.2)	(8.7)
Certain other currency translation costs, net (A)	0.4	(0.6)	(0.4)	0.3
Costs related to Chapter 11	$3.3	$3.4	$7.1	$7.4

(A) Due to the bankruptcy, we have had significant intercompany loans between our non-U.S. subsidiaries and our U.S. debtor subsidiaries that are not related to our operating activities. In addition, we have accumulated significant cash during our bankruptcy. We expect that the intercompany loans will be paid when we emerge from bankruptcy, and we expect to use the excess cash balances to fund a significant portion of our emergence from bankruptcy. Accordingly, income and expense items related to the intercompany loans and the cash balances are categorized as costs related to Chapter 11.

We present the net costs of our reorganization under Chapter 11 as "Chapter 11 expenses, net of interest income," a separate caption in our Consolidated Statements of Operations.

Interest Expense

Interest expense was $10.9 million for the second quarter, a decrease of 3.5% compared with the prior-year quarter, and $21.4 million for the six months, a decrease of 5.3% compared with the prior-year period.

The average effective interest rate on pre-petition obligations was 3.5% for the second quarter, prior-year quarter, six months, and prior-year period. Such interest will not be paid until the Joint Plan (see "—Funding Emergence from Chapter 11" below) or another plan of reorganization becomes effective.

Income Taxes

The income tax provision at the U.S. Federal corporate rate of 35% for the six months and the prior-year period would have been $71.2 million and $69.2 million, respectively. The primary differences in each period between these amounts and the recorded provision for income taxes of $66.9 million and $66.6 million, respectively, are adjustments primarily related to changes in tax contingencies, certain nondeductible expenses including Chapter 11 expenses, tax rate differences in foreign jurisdictions and other discrete adjustments.

We generally have not had to pay U.S. Federal income taxes in cash in recent years since available tax deductions and credits have fully offset U.S. taxable income. We expect to generate significant U.S. Federal net

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operating losses upon emergence from bankruptcy. We generally do pay cash taxes in foreign jurisdictions and a limited number of states. Income taxes paid in cash, net of refunds, were $26.9 million for the six months, or approximately 13% of income before income taxes.

See Note 7 to the Consolidated Financial Statements for additional information regarding income taxes.

Financial Condition, Liquidity, and Capital Resources

Following is an analysis of our financial condition, liquidity and capital resources at June 30, 2013. For additional information regarding our Chapter 11 cases, see Note 2 to the Consolidated Financial Statements. For additional information regarding our asbestos-related litigation, see Note 3 to the Consolidated Financial Statements. For additional information regarding environmental matters, see Note 10 to the Consolidated Financial Statements.

Funding Emergence from Chapter 11

We filed a joint plan of reorganization with the Bankruptcy Court on September 19, 2008. We refer herein to this joint plan of reorganization, as subsequently amended and modified, as the Joint Plan. The Joint Plan and some of the objections thereto are described in Note 2 to the Consolidated Financial Statements. The Joint Plan includes material conditions to its confirmation and effectiveness. One of these conditions is that we obtain exit financing in an amount and on terms satisfactory to us. The actual amount and structure of new financing that we will need to fund the Joint Plan will generally depend on the timing of our emergence and the amount of our available cash resources, including net cash from our operating and investing activities, and the final resolution costs for our outstanding claims and contingent liabilities.

Cash Resources and Available Credit Facilities

At June 30, 2013, we had available liquidity of $1,001.9 million, consisting of $942.4 million in cash and cash equivalents ($646.4 million in the U.S.), and $59.5 million of available liquidity under various non-U.S. credit facilities. In addition, during the second quarter we invested $500.0 million in a series of short-term cash investments with a major financial institution.

We maintain a $100 million cash-collateralized letter of credit facility to support existing and new financial assurances and cash collateral accounts that secure the obligations arising from letters of credit and foreign currency and commodity transactions and derivatives. At June 30, 2013, we held $86.1 million in restricted cash and cash equivalents to support this facility. At emergence, we expect to replace the cash-collateralized letter of credit facility with a revolving credit facility and to use the restricted cash to reduce our exit financing requirements.

Our non-U.S. credit facilities are extended to various subsidiaries that use them primarily to issue bank guarantees supporting trade activity and to provide working capital during occasional cash shortfalls. The credit facility in Germany is secured by third-party accounts receivable, with availability determined on the basis of eligible outstanding receivables.

The following table summarizes our non-U.S. credit facilities as of June 30, 2013:

(In millions)	Maximum Borrowing Amount	Available Liquidity	Expiration Date
Country			
Germany	$65.1	$12.1	12/31/2013
Other countries	19.0	12.6	Various through 2015
Other countries—cash collateralized(A)	95.5	34.8	Various through 2014
Total	$179.6	$59.5	

(A) Cash collateral related to these facilities is included in restricted cash in the Consolidated Balance Sheets.

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We believe that these funds and credit facilities are sufficient to finance our operations and support our business strategy. We intend to renew our non-U.S. facilities as they expire.

Analysis of Cash Flows

The following table summarizes our cash flows for the six months and prior-year period:

	Six Months Ended June 30,	
(In millions)	2013	2012
Net cash provided by operating activities	$170.3	$119.7
Net cash used for investing activities	(558.1)	(69.9)
Net cash provided by financing activities	10.0	20.6
Effect of currency exchange rate changes on cash and cash equivalents	(16.7)	(7.3)
(Decrease) increase in cash and cash equivalents	(394.5)	63.1
Cash and cash equivalents, beginning of period	1,336.9	1,048.3
Cash and cash equivalents, end of period	$942.4	$1,111.4

Net cash provided by operating activities for the six months was $170.3 million, compared with $119.7 million used for operating activities in the prior-year period. The change was primarily due to lower pension contributions and improved working capital performance.

Net cash used for investing activities for the six months was $558.1 million, compared with $69.9 million in the prior-year period. The change was primarily due to short-term cash investments of $500.0 million made with a major financial institution in the second quarter.

Net cash provided by financing activities for the six months was $10.0 million, compared with $20.6 million in the prior-year period. The change was primarily due to the repayment of debt, partially offset by the proceeds from the exercise of stock options.

Included in net cash provided by operating activities are accelerated defined benefit pension plan contributions of $50.0 million and $83.4 million, Chapter 11 expenses paid of $7.1 million and $6.5 million, and expenditures for asbestos-related environmental remediation of $3.3 million and $3.4 million in the six months and prior-year period, respectively. These cash flows totaled $60.4 million and $93.3 million in the six months and prior-year period, respectively. We do not include these cash flows when evaluating the performance of our businesses.

Debt and Other Contractual Obligations

Total debt outstanding at June 30, 2013, was $1,069.0 million, including $462.6 million of accrued interest on pre-petition debt. As a result of the Chapter 11 filing, we are now in default on $526.5 million of pre-petition debt, which, together with accrued interest thereon, has been included in "liabilities subject to compromise" as of June 30, 2013. The automatic stay provided under the U.S. Bankruptcy Code prevents our lenders from taking any action to collect the principal amounts as well as related accrued interest. However, we will continue to accrue and report interest in accordance with the Joint Plan on such debt during the Chapter 11 proceedings unless further developments lead us to conclude that it is probable that such interest will be compromised.

See Note 10 to the Consolidated Financial Statements for a discussion of Financial Assurances.

Employee Benefit Plans

See Note 8 to the Consolidated Financial Statements for further discussion of Pension Plans and Other Postretirement Benefit Plans.

Defined Contribution Retirement Plan

We sponsor a defined contribution retirement plan for our employees in the United States. This plan is qualified under section 401(k) of the U.S. tax code. Currently, we contribute an amount equal to 100% of employee contributions, up to 6% of an individual employee's salary or wages. Our costs related to this benefit

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plan for the second quarter and six months were $3.4 million and $6.7 million compared with $3.2 million and $6.6 million for the corresponding prior-year periods.

Defined Benefit Pension Plans

We sponsor defined benefit pension plans for our employees in the U.S., Canada, the U.K., Germany and a number of other countries, and fund government-sponsored programs in other countries where we operate. Certain of our defined benefit pension plans are advance-funded and others are pay-as-you-go. The advance-funded plans are administered by trustees who direct the management of plan assets and arrange to have obligations paid when due. Our most significant advance-funded plans cover current and former salaried employees in the U.S. and U.K. and employees covered by collective bargaining agreements at certain of our U.S. facilities. Our U.S. advance-funded plans are qualified under the U.S. tax code.

The following table presents the funded status of our fully-funded, underfunded, and unfunded pension plans:

	Fully-Funded Pension Plans(1)		Underfunded Pension Plans(1)		Unfunded Pension Plans(2)	
(In millions)	June 30, 2013	December 31, 2012	June 30, 2013	December 31, 2012	June 30, 2013	December 31, 2012
Projected benefit obligation	$219.1	$235.4	$1,246.2	$1,355.8	$349.3	$363.4
Fair value of plan assets	247.4	269.2	1,185.0	1,176.1	—	—
Funded status (PBO basis)	$28.3	$33.8	$(61.2)	$(179.7)	$(349.3)	$(363.4)

(1) Plans intended to be advance-funded.
(2) Plans intended to be pay-as-you-go.

Fully-funded plans include several advance-funded plans where the fair value of the plan assets exceeds the projected benefit obligation, or PBO. This group of plans was overfunded by $28.3 million as of June 30, 2013, and the overfunded status is reflected as "overfunded defined benefit pension plans" in the Consolidated Balance Sheets. Underfunded plans include a group of advance-funded plans that are underfunded on a PBO basis by a total of $61.2 million as of June 30, 2013. Additionally, we have several plans that are funded on a pay-as-you-go basis, and therefore, the entire PBO of $349.3 million at June 30, 2013, is unfunded. The combined balance of the underfunded and unfunded plans was $410.5 million as of June 30, 2013, and is presented as a liability on the Consolidated Balance Sheets as follows: $14.0 million in "other current liabilities"; $272.7 million included in "underfunded and unfunded defined benefit pension plans"; and $123.8 million in "liabilities subject to compromise."

On a quarterly basis, we analyze pension assets and pension liabilities along with the resulting funded status and update our estimate of these measures. Funded status is adjusted for contributions, benefit payments, actual return on assets, current discount rates and other identifiable and material actuarial changes.

Assets available to fund the approximately $1,185 million PBO of the U.S. advance-funded plans at June 30, 2013, were approximately $1,142 million, an increase of approximately $10 million from December 31, 2012, as a result of cash contributions, partially offset by benefit payments and negative returns on plan assets.

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The following table presents the components of cash contributions for the advance-funded and pay-as-you-go plans:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	2013	2012	2013	2012
U.S. advance-funded plans	$—	$—	$50.0	$109.3
U.S. pay-as-you-go plans	1.4	1.4	2.8	2.8
Non-U.S. advance-funded plans	0.9	1.3	1.2	2.2
Non-U.S. pay-as-you-go plans	1.8	1.8	4.0	3.9
Total Cash Contributions	$4.1	$4.5	$58.0	$118.2

We made an accelerated contribution to our U.S. advance-funded plans of approximately $50 million in the first quarter.

Contributions to non-U.S. pension plans are not subject to Bankruptcy Court approval and we intend to fund such plans based upon applicable legal requirements and actuarial and trustee recommendations. We contributed $5.2 million to these plans during the six months compared with $6.1 million during the prior-year period.

Pension Accounting Change

We plan to change our method of accounting for deferred actuarial gains and losses relating to our global defined benefit pension plans to a more preferable method under U.S. GAAP. We will adopt this accounting method, referred to as mark-to-market accounting, in the 2013 fourth quarter and will retrospectively apply it to our financial results for all periods to be presented in our annual report on Form 10-K for the year ended December 31, 2013. This change will not affect 2013 third quarter results when initially reported.

We believe that the mark-to-market accounting method is preferable as it better aligns the economics of the defined benefit pension plans with their accounting measures, eliminates delays in recognizing gains and losses within operating results, and improves transparency within our operating results by immediately recognizing the effects of economic and interest rate trends on plan investments and assumptions in the year these gains and losses are actually incurred.

Postretirement Benefits Other Than Pensions

We provide certain health care and life insurance benefits for retired employees in the U.S., a large majority of whom are retirees of divested businesses. These plans are unfunded, and we pay the costs of benefits under these plans as they are incurred. Our share of the net cost of benefits under this program for the second quarter and six months was $0.8 million and $2.0 million, compared with $1.0 million and $2.6 million for the corresponding prior-year periods. We received Medicare subsidy payments of $0.3 million during the six months compared with $2.0 million for the prior-year period. Our recorded liability for postretirement benefits of $59.0 million at June 30, 2013, is stated at net present value discounted at 4.25%. Under our proposed Joint Plan, these benefits would continue.

Other Contingencies

See Note 10 to the Consolidated Financial Statements for a discussion of our other contingent matters.

Inflation

We recognize that inflationary pressures may have an adverse effect on the company through higher asset replacement costs and higher raw materials and other operating costs. We try to minimize these impacts through effective control of operating expenses and productivity improvements as well as price increases to customers.

Highly Inflationary Economy

Effective January 1, 2010, we began to account for Venezuela as a highly inflationary economy. As a result, the functional currency of our Venezuelan subsidiary became the U.S. dollar; therefore, all translation adjustments are reflected in net income in the Consolidated Statements of Operations. The exchange rate of 4.3 was used to

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remeasure our financial statements from bolivars to U.S. dollars upon Venezuela's designation as a highly inflationary economy.

On February 8, 2013, the Venezuelan government announced that, effective February 13, 2013, the official exchange rate of the bolivar to the U.S. dollar would devalue from 4.3 to 6.3. As a result of this currency devaluation, we incurred a charge to net income of $8.5 million in the first quarter. Of this amount, $1.6 million is included in Adjusted EBIT.

As of June 30, 2013, our bolivar-denominated net monetary asset position was $25.8 million, and Bolivar-denominated sales were approximately 1% of sales for the six months.

Critical Accounting Estimates

See the "Critical Accounting Estimates" heading in Item 7 of our Form 10-K for the year ended December 31, 2012, for a discussion of our critical accounting estimates.

Goodwill

Our GCP Europe reporting unit continues to operate in a challenging environment. While the fair value of this reporting unit exceeded the carrying value at its most recent testing date and management does not believe that impairment is probable, the business must continue to improve its performance in future periods, consistent with our expectations, to sustain the goodwill carrying value.

Recent Accounting Pronouncements

See Note 1 to the Consolidated Financial Statements for a discussion of recent accounting pronouncements and their effect on us.

Forward Looking Statements

This document contains, and our other public communications may contain, forward-looking statements, that is, information related to future, not past, events. Such statements generally include the words "believes," "plans," "intends," "targets," "will," "expects," "suggests," "anticipates," "outlook," "continues" or similar expressions. Forward-looking statements include, without limitation, all statements regarding our Chapter 11 case; expected financial positions; results of operations; cash flows; financing plans; business strategy; budgets; capital and other expenditures; competitive positions; growth opportunities for existing products; benefits from new technology and cost reduction initiatives, plans and objectives; and markets for securities. For these statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Like other businesses, we are subject to risks and uncertainties that could cause our actual results to differ materially from our projections or that could cause other forward-looking statements to prove incorrect. Factors that could cause actual events to materially differ from those contained in the forward-looking statements include, without limitation: developments affecting our bankruptcy, proposed plan of reorganization and settlements with certain creditors, the cost and availability of raw materials (including rare earths) and energy, developments affecting our unfunded pension obligations, risks related to foreign operations, especially in the emerging regions, acquisitions and divestitures of assets and gains and losses from dispositions or impairments, the effectiveness of our research and development and growth investments, our legal and environmental proceedings, costs of compliance with environmental regulation and those factors set forth in our most recent Annual Report on Form 10-K, this quarterly report on Form 10-Q and current reports on Form 8-K, which have been filed with the Securities and Exchange Commission and are readily available on the Internet at www.sec.gov. Our reported results should not be considered as an indication of our future performance. Readers are cautioned not to place undue reliance on our projections and forward-looking statements, which speak only as of the date thereof. We undertake no obligation to publicly release any revisions to the projections and forward-looking statements contained in this document, or to update them to reflect events or circumstances occurring after the date of this document.

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Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

With respect to information disclosed in the "Quantitative and Qualitative Disclosures About Market Risk" section of our Annual Report on Form 10-K for the year ended December 31, 2012, more recent numerical measures and other information are available in the "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of this Report. These more recent measures and information are incorporated herein by reference.

Item 4. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

As of June 30, 2013, Grace carried out an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based upon that evaluation, Grace's Chief Executive Officer and Chief Financial Officer concluded that Grace's disclosure controls and procedures are effective to ensure that information required to be disclosed in Grace's Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that material information relating to Grace is made known to management, including Grace's Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There were no changes in Grace's internal control over financial reporting during the quarter ended June 30, 2013, that have materially affected, or are reasonably likely to materially affect, Grace's internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

Notes 2, 3 and 10 to the interim Consolidated Financial Statements in Part 1 of this Report are incorporated herein by reference.

Item 1A. RISK FACTORS

In addition to the other information set forth in this Report, you should carefully consider the risk factors discussed in the "Risk Factors" section of our Annual Report on Form 10-K for the year ended December 31, 2012, which could materially affect our business, financial condition or future results. The risks described in this Report and in our Annual Report on Form 10-K are not the only risks facing Grace. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or future results. With respect to certain risk factors discussed in our Annual Report on Form 10-K, more recent numerical measures and other information are available in the "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of this Report. These more recent measures and information are incorporated herein by reference.

Item 6. EXHIBITS

In reviewing the agreements included as exhibits to this and other Reports filed by Grace with the Securities and Exchange Commission, please remember they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about Grace or other parties to the agreements. The agreements generally contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement. These representations and warranties:

- Are not statements of fact, but rather are used to allocate risk to one of the parties if the statements prove to be inaccurate;
- May have been qualified by disclosures that were made to the other parties in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;
- May apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and
- Were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and do not reflect more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time. Additional information about Grace may be found elsewhere in this report and Grace's other public filings, which are available without charge through the Securities and Exchange Commission's website at http://www.sec.gov.

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The following is a list of Exhibits filed as part of this Quarterly Report on Form 10-Q:

Exhibit No.	Description of Exhibit	Location
10.1	Form of Nonstatutory Stock Option Grant	Filed herewith
10.2	Form of Long-Term Incentive Program PBU Award Letter	Filed herewith
15	Accountants' Awareness Letter	Filed herewith
31(i).1	Certification of Periodic Report by Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
31(i).2	Certification of Periodic Report by Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
32	Certification of Periodic Report by Chief Executive Officer and Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith
101.INS	XBRL Instance Document	Filed herewith
101.SCH	XBRL Taxonomy Extension Schema	Filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase	Filed herewith
101.DEF	XBRL Taxonomy Extension Definition Linkbase	Filed herewith
101.LAB	XBRL Taxonomy Extension Label Linkbase	Filed herewith
101.PRE	XBRL Taxonomy Extension Presentation Linkbase	Filed herewith

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SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, the Registrant caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

	W. R. GRACE & CO. (Registrant)
Date: 8/2/2013	By: /s/ ALFRED E. FESTA Alfred E. Festa (Chairman and Chief Executive Officer)
Date: 8/2/2013	By: /s/ HUDSON LA FORCE III Hudson La Force III (Senior Vice President and Chief Financial Officer)
Date: 8/2/2013	By: /s/ WILLIAM C. DOCKMAN William C. Dockman (Vice President and Controller)

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