

**EXHIBIT A**

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

In re: W.R. GRACE & CO., et al.	)	
	)	
PacifiCorp, VanCott Bagley Cornwall & McCarthy 401(k) Profit Sharing Plan,	)	Civil Action No. 05-00764 RLB
	)	
Appellants,	)	Bankruptcy Case No. 01-1139
	)	
v.	)	
	)	
W.R.Grace & Co., et al.	)	Re: Docket Nos. 3 and 4
	)	
Appellees.	)	
	)	

**[PROPOSED] ORDER RESOLVING DEBTORS' MOTION TO STRIKE**

Pursuant to the Stipulation and Request for Order Resolving Debtors' Motion to Strike, jointly submitted by PacifiCorp and the VanCott Bagley Cornwall & McCarthy 401(k) Profit Sharing Plan (collectively, the "Appellants") and the above-captioned debtors and debtors in possession (collectively, the "Debtors"),

IT IS HEREBY ORDERED:

1. The parties stipulate that Bankruptcy Court's Order Denying PacifiCorp and the VanCott Bagley Cornwall & McCarthy 401(K) Profit Sharing Plan's Motion for Leave to File Late Proofs of Claim (DI 7571) ("Court's Order Denying Leave to File Late Proofs of Claim") did not address the issue of whether Appellants have an allowable claim against the Debtors.
2. Issue 3 of Appellants' Statement of Issues Presented on Appeal is eliminated.
3. The Debtors' Motion to Strike is withdrawn.

4. All objections, arguments, and defenses relating to the allowability of Appellants' claim are preserved.

Dated: November \_\_\_\_, 2005

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HON. RONALD L. BUCKWALTER  
UNITED STATES DISTRICT JUDGE