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December 6, 1983

Rosemary T. Shepard

Don Williamson, Esquire
The Dow Chemical Company
Washington Street Building
Midland, Michigan 48640

Robert H. Sand, Esquire
Allied Corporation
P. O. Box 2245R
Morristown, New Jersey 07960

William J. Henrick, Esquire
General Tire & Rubber Company
One General Street
Akron, Ohio 44329

Rose Mary Sheppard, Esquire
Conoco, Inc.
P. O. Box 2197
Houston, Texas 77252

J. Allen Mack, Esquire
Occidental Chemical Corporation
P. O. Box 699
Pottstown, Pennsylvania 19464

Re: Carol A. Stillo, et al. vs. Rubbermaid
Inc. and Tenneco Chemicals, Inc.

This letter is to confirm that General Tire, Conoco, Inc. and Allied Corp. along with Tenneco have agreed to retain George Clark from the law firm of Roetzel & Andress to represent each company in this lawsuit.

Occidental Petroleum has expressed an interest in joining the group in the event their company (Rubber Corporation of America (Hooker)) is joined in their lawsuit.

Dow Chemical is considering joining the group and will advise us of their decision as soon as it is made.

Subsequent to our telephone conference call on December 5, 1983, I have been advised that Union Carbide has inquired about joining the group. I advised George Clark to "follow up" this inquiry with Union Carbide and report back to the group. While I am inclined to be in favor of allowing Union Carbide to join the group if they so request, I think all companies in the group should have to approve any such request.

We also agreed in our telephone conference call not to enter into a written agreement of joint representation at this time but to reconsider the necessity of such an agreement in the future. In the interim, each member of the group has verbally agreed not to file cross-claims against other group members at this time and to pay all group legal expenses on a pro rata basis.

The information previously received from Rubbermaid indicates that the following quantities of PVC have been supplied by each member or proposed member of the

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group over the applicable years: Dow - 128,000 lbs.; General Tire - 5,869,000 lbs.; Conoco - 3,620,000 lbs.; Allied - 9,124,000 lbs.; Union Carbide - 464,000 lbs.; Tenneco - 387,000 lbs.; Occidental (Hooker) - 255,000 lbs. Of course, the above stated figures were supplied by Rubbermaid and may not be accurate. For example, Tenneco does not have records indicating the quantities that Rubbermaid has attributed to it.

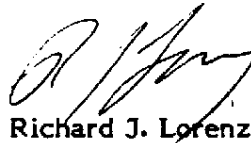
The following are the phone numbers for each of the respective house counsel:

Don Williamson with Dow	517-636-9352
William J. Henrick with General Tire	216-836-9981
J. Allen Mack with Occidental	215-327-6400
Pat McGovern with Allied	201-455-5067
Rose Mary Sheppard with Conoco	713-965-1939
Richard J. Lorenz with Tenneco	713-757-3722

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George Clark's phone number is 216-376-2700.

Very truly yours,



Richard J. Lorenz
Attorney

RJL:acm

cc: George A. Clark, Esquire
Roetzel & Andress
20th Floor, One Cascade Plaza
Akron, Ohio 44308

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