

WEINBERG, BERGESON & NEUMAN

1300 EYE STREET, N.W.

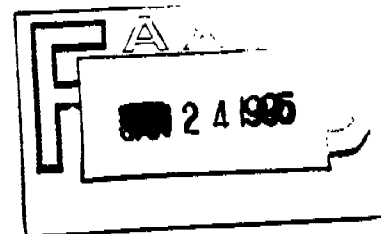
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MEMORANDUM



Via Facsimile

DATE: January 24, 1995
TO: Hasmukh C. Shaw, Ph.D.
FROM: Lynn L. Bergeson *LLB*
Lisa M. Campbell
RE: Vinyl Chloride Panel -- Contract

Appended is a draft dispute resolution provision, as we discussed. We tried to keep the provision as simple as possible. As you know, dispute resolution provisions can be quite elaborate, but we do not believe that a lengthy provision would serve the parties' interests here.

As always, please call if you have any questions or if you would like to discuss other possible dispute resolution provisions.

Attachment

09ME067_.233 (07)

CMA 112609

WORKING DRAFT

The parties shall use their best efforts to resolve informally and in good faith all disputes or differences of opinion before seeking any legal recourse. To achieve this end, the parties agree that if efforts to resolve disputes informally fail at the first level at which they arise within each party's organization, the dispute shall be elevated to the senior management level within each party's organization. Senior management in each organization then will use their best efforts to resolve in good faith and informally the dispute or difference of opinion before any legal recourse is sought.