Monsanto

The Chemical Group
300 Birmingham Highway
Anniston, Alabama 36201
Office: (205) 236-6381

July 10, 1995

Mr. Will Hearn, Consultant
1300 Parkwood Circle, Suite 200
Atlanta, Georgia 30339

Dear Mr. Hearn:

You have discussed entering into a consulting relationship with Monsanto Co. (Monsanto). During the course of that consulting relationship, you may obtain from Monsanto information that is prorietary or otherwise confidential. You have agreed that you will at all times keep all such information in strict confidence and under no circumstances disclose it to third persons except as authorized by Monsanto.

Please indicate your agreement by returning a signed copy of this letter to me.

Very truly yours,

T. M. Bistline
Ass't General Counsel - Litigation
(314) 694-2989

TMB/cws

AGREED:

WILL HEARN

VPP OSHA VOLUNTARY PROTECTION PROGRAMS

A Unit of Monsanto Company

ISO 9002 DNV QUALITY ASSURED FIRM — NATIONAL ACCREDITATION OF CERTIFICATION BODIES

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