

NUTTER, McCLENNEN & FISH

ONE INTERNATIONAL PLACE
BOSTON, MASSACHUSETTS 02110-2699

TELEPHONE: 617 439-2000 FACSIMILE: 617 973-9748

DIRECT DIAL NUMBER.

(617) 439-2382

May 6, 1992
18371-1

VIA FACSIMILE & U.S. MAIL

Keith Minoff, Esq.
Robinson, Donovan, Madden & Barry, P.C.
1500 Main Street - Suite 1400
Springfield, MA 01115

Re: Alice L. Warren, Administratrix v. The Dow Chemical
Company, Union Carbide, et al., C.A. No. 89-30201F

Dear Keith:

This is to confirm that the settlement amount in this case, which is to be kept confidential in accordance with the terms of the confidentiality provisions of the Settlement Agreement, is \$450,000. As soon as all checks received by Nutter, McClennen & Fish have cleared (which, I have been advised, will take approximately five days), and upon receipt from you of the executed Settlement Agreement and Releases, the above-referenced amount will be disbursed to you in accordance with your instructions as follows:

1. A check in the amount of \$154,935.00, made payable to Robinson, Donovan, Madden & Barry as attorneys for Alice L. Warren, Administratrix of the Estate of John H. Warren, Deceased; and

2. A check in the amount of \$295,065.00, made payable to Alice L. Warren, Administratrix of the Estate of John H. Warren, Deceased.

I also confirm that you will take the appropriate steps to ensure that this case is dismissed with prejudice.

8 1992

HYANNIS, MASSACHUSETTS
COUNSEL: AMSTERDAM • LONDON • TOKYO

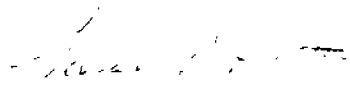
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Keith Minoff, Esq.
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Finally, please note that we will hold the Release and Settlement Agreement in escrow until you have received the settlement proceeds. At that time, all executed settlement papers will be forwarded to our clients.

Very truly yours,


Susan P. Ritter

SPR:ncg
0224c

cc: Joseph E. Rendini, Esq.

bcc: John R. Downey, Esq. ✓
Judith Elledge, Esq.
Mary Sundt, Esq.

UCC 080730