

NUTTER, McCLENNEN & FISH

ONE INTERNATIONAL PLACE
BOSTON, MASSACHUSETTS 02110-2699

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

DIRECT DIAL NUMBER:

(617) 439-2460

December 20, 1991
18371-1

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
Your File No. D-16183

Dear Keith:

I am writing to confirm the substance of the settlement discussions we had on Monday, December 16. As indicated orally, The Dow Chemical Company and The BF Goodrich Company jointly offer your client \$150,000 to settle this matter. This offer reflects defendants' view that, notwithstanding the very real and clear sympathies underlying this case, plaintiff has a very difficult burden to establish liability given John Warren's prolonged exposure to Monsanto's VCM prior to 1969.

We would be happy to continue discussing settlement if you believe it would be productive.

Very truly yours,

Sharon R. Burger
Sharon R. Burger

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SRB/jlf
cc: Joseph E. Rendini, Esq.
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