LETTER TO THERMINOL®FR USERS NOT CHANGING TO T-55 OR T-66

Office of President
XYZ Company

Dear Customer:

We recently contacted your firm relative to our desire for your firm to discontinue the use of the Therminol®FR series heat transfer fluid and to replace them with a heat transfer fluid which does not contain polychlorinated biphenyl (PCB). The Therminol®FR series includes Therminol®FR Lo-Temp, Therminol®FR-0 and Therminol® FR-1. Your firm indicated that because of the fire-resistant characteristics of the Therminol®FR series, such a change could not be made at this time.

While we cannot make any assurances that Therminol®FR products will continue to be available, we are, for the present and because of your special need for a fire-resistant heat transfer fluid, willing to continue supplying Therminol®FR products to your firm on the following understanding:

1. Your firm acknowledges that it is fully aware that in some studies certain PCBs have been found to be persistent, an environmental contaminant and, possibly, injurious to some forms of bird, aquatic and animal life. Accordingly, it is very important that PCBs be kept out of the food chain.

2. Your firm shall use Therminol®FR products only in existing heat transfer systems which are presently utilizing Therminol®FR

products. In no event shall your firm use any Therminol®FR product in any system associated with, related to, or in connection with food, food-related products, animal feeds, pharmaceutical products, packaging materials involving any of those items and buildings where any of those items are manufactured or stored.

3. In the use of Therminol®FR products, your firm shall use its best efforts to prevent entry of PCBs into the environment through spills, leakage, use, disposal, vaporization or otherwise.

4. Your firm shall indemnify and save Monsanto harmless against any and all losses, damages, costs and expenses (including cost of defense and reasonable attorneys' fees) which Monsanto may suffer, incur or pay out by reason of any claims, actions or demands arising out of or resulting from any pollution, contamination, toxicity or environmental matters which involve or are in any way associated with any of the Therminol®FR products supplied to your firm. Your firm shall not assert any claims against Monsanto arising out of or resulting from any such pollution, contamination, toxicity or environmental matters.

It must be recognized that this letter in no way obligates Monsanto to continue to sell Therminol®FR products to your firm. Monsanto reserves the right at any time to suspend, curtail or terminate the sale of Therminol®FR products to your firm.

If the foregoing is acceptable, please have one of the copies of this letter signed by an authorized officer of your firm

and returned to the undersigned. We appreciate your cooperation in this matter; if there are any questions or comments, please contact us.

Sincerely,

ACCEPTED AND AGREED TO:

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BY_____

TITLE_____

DATE_____