



Grace

O M Scott & Sons
Marysville, Ohio 43040
(513) 644-0011

September 11, 1980

Mr. E. S. Wood
Executive Vice President
W. R. Grace & Company
Construction Products Division
62 Whittemore Avenue
Cambridge, Massachusetts 02141

Dear Chip:

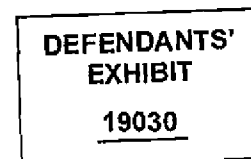
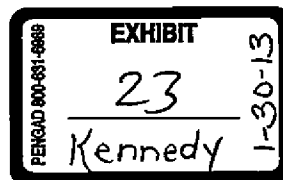
Our companies have shared many productive years in our business relationship. It is the intent of this letter to find a way for this relationship to prosper for many more years. We believe it is an appropriate time to confirm the thoughts we have previously expressed on the future of this relationship.

In March of 1979 we indicated that as a matter of courtesy we would give you six (6) months notice if we intended to discontinue use of Libby ore. Even though our orders have dwindled over the last several months, we did not want to give any such formal notice because it remained our hope that a way could be found for us to continue our relationship.

You are well aware of the regulatory forces requiring us to seek sources of vermiculite with the lowest asbestos contamination possible. You have been unable to achieve this standard with your Libby ore. Your Carolina ore, which may meet this standard, has been available to us only at a substantial economic penalty. Other sources for such material at competitive prices have been found. However, it remains our hope to keep Grace as a supplier if you can find a way to supply Scott with such material at competitive prices. Accordingly, it is our intent to only use uncontaminated vermiculite in the future.

DOJ WRG 00428

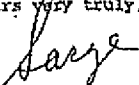
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We want to make every effort to keep you as a supplier. We urge you to review your plans and find a way for our companies to mutually benefit and prosper together in the future.

Yours very truly,


S. V. Chamberlain
Director of Purchasing

SVC:ejh

cc: R. Gruenbaum
L. Herron
J. Kennedy
✓ J. Kilsheimer.

DOJ WRG 00429

WRGSUB299-000427