

32395
Bernadino
Cor.
UNION CARBIDE CHEMICALS AND PLASTICS COMPANY INC.

Law Department

39 Old Ridgebury Road
Danbury, CT 06817-0001

November 10, 1989

Robert L. Hollingshead, Esq.
Pitney, Hardin, Kipp & Szuch
163 Madison Avenue
P.O. Box 1945
Morristown, NJ 07962-1945

Re: John Peterson, et ux, et al. v. Union Carbide Corporation

Hazel J. Benedict v. Union Carbide Corporation

Joan Bernadino, Executrix of the Estate of Robert J.
Bernadino v. Union Carbide Corporation

Dear Mr. Hollingshead:

Following up on our conversations of November 6, 1989 in regard to the above three files, I did want to discuss my understanding of our relationship with respect to increase of fees.

There is language in all retention letters on the topic. If you look at the letter of August 3, 1989 in the Bernadino file, for example, you will see that the letter states the following concerning legal fees: "Increases in these fees will be cleared with me before becoming effective."

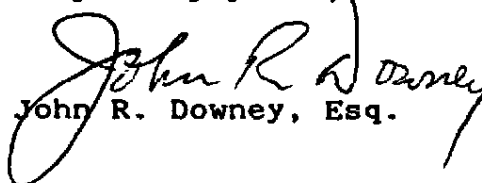
As discussed with you in our conversation on November 6th, there had been no prior discussion concerning the increase of fees with your firm prior to receipt of your bill dated October 26, 1989.

Might I suggest that we take a second look at the circumstances surrounding the 14.6% increase in your fees. It had been my understanding that your fee would be the same throughout the balance of the services rendered on a particular file.

Why don't we plan on resolving this if we can within the next fifteen days? In the meantime, as you have suggested, we will not process your bills in the above three files.

Very truly yours,

PRIVILEGED AND
"CONFIDENTIAL MATERIAL
SUBJECT TO PROTECTIVE
ORDER"


John R. Downey, Esq.

JRD/es

cc: Betty-Lynn White, Esq.

UCC 075202