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 12, 1992
18371-1

Mary Sundt, Esquire
The Dow Chemical Company
D30 Willard H. Dow Center
Midland, MI 48674

Re: **Alice L. Warren, Administratrix v. The Dow Chemical Company, Union Carbide, et al.; U.S.D.C., Civil Action No. 89-30201**

Dear Mary:

Enclosed are five original Settlement Agreements to be executed by Dow. Once the documents are signed, please forward them to John Downey for his client's signature. By copy of this letter to John Downey and Judy Elledge, I would appreciate it if John could forward the Agreements directly to Judy for her client's signature and, once the signature is obtained, I would appreciate it if Judy could forward all five originals to me.

If you have any questions, please feel free to give me a call.

Very truly yours,

Susan P. Ritter

Susan P. Ritter

SPR:ncg
0304c

Enclosures
cc: John R. Downey, Esq.
Judith Elledge, Esq.

PRIVILEGED AND "CONFIDENTIAL MATERIAL SUBJECT TO PROTECTIVE ORDER"



UCC 080727