

Koss

Law Group - Litigation
Air Products and Chemicals, Inc.
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Telephone (610) 481-7447
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23 November 1994

Mr. Richard Fleming
Richard Fleming Associates, Inc.
7661 Beryl Road
Zionsville, AP 18092

Re: Vinyl Chloride Monomer Conspiracy Claims

Dear Mr. Fleming:

I apologize for not having been available to guide my outside counsel, Thorne Harris and Andy Hanen, in their first discussion of these claims with you on November 16, 1994. That happened to be the day of the annual litigation review before the Audit Committee of the Board, which was ongoing during their telephone conversation with you. However, both lawyers have represented the Company for over 15 years and know that Air Products intends to develop a defense to any claim which seems to be without merit, which these do at the moment.

You may recall our involvement with other conspiracy claims alleging price fixing going back to the early '70s and into the mid-1980s. Although Air Products did not participate in any such conspiracies, this type of claim is very difficult to disprove, particularly since juries seem to lean against corporate America given any scintilla of evidence in that direction. This too will be a difficult case to defend, but I know we have a good defense and I also know you will be an excellent witness. My outside lawyers, Messrs. Harris and Hanen, have already so concluded.

I received your letter dated November 16, 1994 and have copied that information for the continuing education of both Mr. Harris and Mr. Hanen.

I enclose with this letter a copy of the complaints filed in Louisiana and Texas so that you may see the allegations against us. We have already retained John Barr. He has been to Air Products on a document discovery mission before we placed our call to you on November 16th. Mr. Barr, like you, is a fact witness and in consideration of that status, as distinct from business consulting on new ventures, he has agreed to bill us on \$75.00 per hour basis.

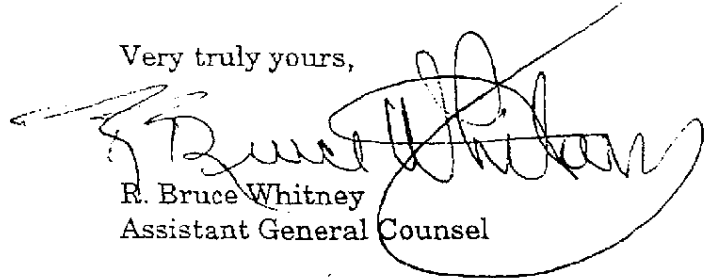
I recognize that you and I would prefer to do business on a handshake, but the Air Products procedure police may come out of the woodwork when first I receive an invoice from you. Absent having some form of "consulting agreement" in the file I may not be able to process your fee statement in order to obtain a check.

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With the procedure police in mind, could you give me a call, at your convenience, to let me know what hourly rate I should insert in a very brief, two paragraph, consulting agreement for out files on these two cases. Thank you for your continuing assistance.

Very truly yours,



R. Bruce Whitney
Assistant General Counsel

RBW:ljr
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Enclosure

bcc: Andrew Hanen, Esq. - w/enclosure
Thorne Harris, Esquire - w/enclosure
Denise LeGendre

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