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Shell Chemical Company

A Division of Shell Oil Company



One Shell Plaza
P.O. Box 2463
Houston, Texas 77001

December 18 1980

PRIVATE AND CONFIDENTIAL

Hooker Chemicals and Plastics Corporation
ATTN Mr. D. W. Calhoun
Director Energy and Raw Material Supply
1980 South Post Oak Road
Houston, Texas 77056

Gentlemen:

In accordance with our discussions following your recent purchase of the former Firestone PVC facilities, this letter when executed by you in the manner indicated below will constitute an amendment to the confidential VCM Conversion Agreement between Shell Chemical Company and Hooker Chemicals and Plastics Corporation dated July 24, 1978 as follows:

- A. Article 2 The table entitled "Quantity Of VCM To Be Converted - Million Pounds" is deleted in its entirety and replaced with the following:

Quantities To Be Converted Million Pounds		
<u>YEAR</u>	<u>MINIMUM</u>	<u>MAXIMUM</u>
1979	150	180
1980	150	180
1981	330	380
1982	330	380
1983	330	380
1984 and Annually		
Thereafter	330	380

- B. All other Terms and Conditions of Contract remain in full force and effect.

This amendment incorporates the quantities of VCM formerly committed by Shell to Firestone but does not include additional other volumes presently under discussion but not yet finally agreed to.

Effective on the date you execute this amendment, the VCM Contract between Firestone and Shell dated July 10, 1978 will be considered terminated by mutual consent ~~and we will obtain the written consent of Firestone~~ *W. J. G. [signature]*

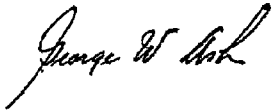
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Hooker Chemicals and Plastics Corporation

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We sincerely appreciate the excellent business relationship between our two companies and look forward to serving your VCM requirements for many years to come

Very truly yours



G W Ash
Corporate Account Manager

ACCEPTED AND AGREED TO THIS 23 DAY OF December, 1980

HOOKER CHEMICALS AND PLASTICS CORPORATION

BY William Wetzel

TITLE Vice President

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