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May 12, 1992
18371-1

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

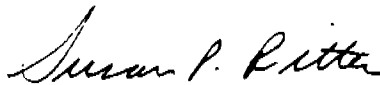
Re: Alice L. Warren, Administratrix v. The Dow Chemical
Company, Union Carbide, et al.; U.S.D.C., Civil Action
No. 89-30201

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

SPR:ncg
0304c

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

**PRIVILEGED AND
"CONFIDENTIAL MATERIAL
SUBJECT TO PROTECTIVE
ORDER"**