GENERAL ELECTRIC
COMPANY
570 LEXINGTON AVE., NEW YORK, N.Y. 10022

WALTER A. SCHLOTTERBECK
VICE PRESIDENT AND CORPORATE COUNSEL

January 21, 1972

E. J. Putzell, Esq.
Vice President and General Counsel
Monsanto Company
800 North Lindbergh Boulevard
St. Louis, Missouri

Dear Mr. Putzell:

I have executed the "Special Undertaking by Purchasers of Polychlorinated Biphenyls" on behalf of General Electric subject to the following understandings, which Mr. Stapleton has informed me Monsanto will accept:

1. The Special Undertaking applies only to PCB's after risk of loss has passed to General Electric from Monsanto;

2. The Special Undertaking is not applicable to PCB's after their return to Monsanto or its agent for disposal or otherwise;

3. Monsanto shall provide General Electric with timely notice of any claims to which the indemnity applies and shall provide General Electric with reasonable assistance (at General Electric's expense) in the defense of any claim covered by the indemnity.

I would appreciate your indicating Monsanto's acceptance of these conditions by signing the copy of this letter and returning it to me.

Very truly yours,

Walter A. Schlotterbeck

ACCEPTED:

By: _____
Vice President

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