

UNION CARBIDE CHEMICALS AND PLASTICS COMPANY INC.
Law Department

43307
39 Old Ridgebury Road
Danbury, CT 06817-0001

March 1, 1990

Lane McGovern, Esq.
Ropes & Gray
On International Place
Boston, Massachusetts 02110-2624

Re: Alice L. Warren, Administratrix of the Estate of John
H. Warren, Deceased v. The Dow Chemical Company, et
al., Including Union Carbide.

Dear Mr. McGovern:

As a follow up to your letter of February 7, 1990 which contained your reference to an increase in the attorneys' fees rates as well as your bill for services rendered to date, I did want to let you know that I have some thoughts about the matter.

I do not understand the automated document preparation reference, which appears to be a reference to word processing. We do not participate in reimbursement for overhead costs which are typically borne by the firm's rendering services.

With respect to the issue of fees, I note that as of January 1, 1990 your hourly billing rate increased to \$285.00; that of Pierce Cray increased to \$215.00; and Colleen Murphy's was raised to \$215.00. At least when I was practicing law, I did not unilaterally increase such hourly rates with my clients, especially within several months of my retention, without prior discussion with the client. I recommend that you do that with us in a conference call in the near future.

I am copying this letter to Larry Looby at Dow and Judy Elledge at Conoco. I have been in touch with both of them about this issue and want to resolve the same within the next two weeks.

Very truly yours,



John R. Downey

JRD/es

cc: Larry Looby, Esq.
Judy Elledge, Esq.

Letter dictated by Mr. Downey; signed and sent in his absence by secretary.

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"CONFIDENTIAL MATERIAL
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