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March 3, 1992
18371-1

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Union Carbide Chemicals and Plastics Company, Inc.
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Judith Elledge, Esq.
Conoco Inc.
600 North Derry Ashford
P.O. Box 2197
Houston, Texas 77252-2197

Mary Sundt, Esq.
The Dow Chemical Company
D30 Willard H. Dow Center
Midland, Michigan 48674

Re: Alice L. Warren, Administratrix
v. The Dow Chemical Company, Union Carbide, et al

Dear John, Judy and Mary:

B. F. Goodrich Company is at it again! I enclose a copy of its Opposition to Joint Motion to Dismiss Pursuant to Federal Rules of Civil Procedure. I plan to take no further action on this issue at this point. At worst, the Court might deny the joint motion to dismiss without prejudice. However, the Court is well aware through meetings with counsel that plaintiff does not consider the evidence against Conoco or Union Carbide sufficient to warrant plaintiff's continued pursuit of these defendants.

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

MAR - 5 1992

HYANNIS, MASSACHUSETTS
COUNSEL: AMSTERDAM • LONDON • TOKYO

UCC 080799

NUTTER, McCLENNEN & FISH

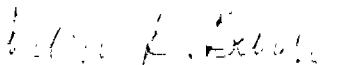
John R. Downey, Esq.
Judith Elledge, Esq.
Mary Sundt, Esq.
March 3, 1992
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Further, within the next several weeks, we should know whether the entire case can be settled in accordance with the Magistrate's suggested settlement package. It is unfortunate that Goodrich has been such a "fly in the ointment" in this matter.

Please call me if you have any questions.

Best regards.

Very truly yours,


Sharon R. Burger

SRB/jlf
enclosure

cc: Ms. Elizabeth Jacobson (File No. H105L-76-034969)
Ms. Jacqui A. Miraglia (File No. #808 ERBY 225 33J)

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