



UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Office of the Secretary

February 12, 2001

Mr. George S. Cary
Cleary, Gottlieb, Steen & Hamilton
2000 Pennsylvania Ave., N.W.
Washington, D.C. 20006-1801

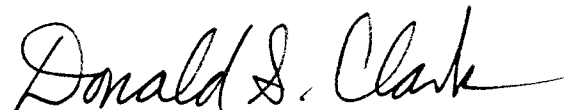
Mr. Nathan P. Eimer
Eimer, Stahl, Klevorn & Solberg
122 South Michigan Avenue, Suite 1776
Chicago, IL 60603

Re: The Dow Chemical Company
File No. 991-0301

Dear Messrs. Cary and Eimer:

Pursuant to Paragraph IX.A. of the Decision and Order ("Order") in this matter, the Commission has determined to appoint Richard M. Klein, as Monitor Trustee. By letter dated January 31, 2001, Dow Chemical Company has consented to the appointment of Mr. Klein as Monitor Trustee as provided in Paragraph IX.B.1. of the Order. Respondents Dow Chemical Company and Union Carbide Corporation have ten days from the date of this letter to execute a trust agreement that, subject to the prior approval of the Commission, confers upon Mr. Klein all the rights and powers necessary to permit him to monitor Respondents' compliance with the terms of the Order.

By direction of the Commission.


Donald S. Clark
Secretary

cc: Richard M. Klein
369 Kings Highway
Cherry Hill, NJ 08034