



December 13, 2002

Mr. Daniel P. Ducore  
Federal Trade Commission  
600 Pennsylvania NW  
Washington, DC 20580

Ref: FTC File Number 021-0067; Docket Number C4046

Dear Mr. Ducore,

My name is Dennis M. Biggins and I am a Principal Account Executive with Solvay Fluoropolymers, Inc. I am 54 years old and have been employed by Solvay America for a little over 14 years.

I am one of the commercial delegates of the Solvay's PVDF business who will be going, along with the Decatur, AL. PVDF plant and assets, to Dyneon—a division of 3M—in January of 2003.

I had asked to be allowed to stay with Solvay America rather than sever my employment with them. I was informed that Solvay did not have the ability to keep me as I was a key employee of the PVDF business in Decatur and that they, Solvay, had to offer a fully viable operation to their potential buyer.

We were informed by Mr. David Birney, President of Solvay America and by Ms. Carolyn Egbert, VP of Human Relations in a meeting earlier this year that the intention of Solvay America was to protect us in the transition to a new owner and to see that we didn't lose any of our current benefits (especially in the areas of years of service and pension programs). Further, we were told that under normal circumstances an agreement or arrangement between Solvay America and the purchasing company, with regard to pensions, were made so that the growing value of such a program would remain in tact.

Another option mentioned was that Solvay had, in the past, computed the current pension value of an employee pension and compared it to the estimated value at retirement age (as if our employment had continued to that point). They then had made a one time pay out into the program in the amount of the difference between the current pension value and the pension value at normal retirement age in order to keep the employee from losing this value.

We have had two HR meetings with 3M and Dyneon personnel, the last occurring on December 12th to ask questions and to discuss our benefits of employment with Dyneon.

At both meetings we asked if we would be 100% vested into the Dyneon/3M pension and 401K programs and if they would be carrying our years of service with Solvay into these programs. Both times we were told no! Yet, our years of service with Solvay will be carried over to Dyneon for all other purposes like vacation time, benefits and severance.

We have been kept pretty much in the dark by Dyneon, and by Solvay, regarding our terms of employment and, in some cases, continue to be in the dark on various things until after the closing has occurred and we become Dyneon employees!

Mr. Ducore, I had no intensions of leaving Solvay and had planned on working another 8 years, until age 62 in order to maximize the value of my Solvay pension. After the earlier meeting with Solvay America, mentioned above, I felt secure that the ownership change would not effect the value of my pension at the age of retirement and I now see that I was wrong in this assumption!

I have emailed the Solvay America Human Relations person working on the business transition between them and Dyneon and have copied the VP of Human Relations expressing my concerns and distress over my current situation and requested their help in remedying my concerns. I await their reply as I write this to you.

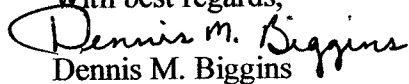
I admit that I am not familiar with the intricacies of pension programs and the like so I must rely on their looking out for me. As I see my current situation, I sincerely do believe that I am faced with the following:

1. The combined pensions of my Solvay America Pension, after 14 years of service, along with the future Dyneon/3M pension, after 8 years of service with them, will not be equal to the Solvay America Pension I would have had—had I been able to complete 22 years of continuous service with Solvay America. This would effect my retirement insurance also.
2. My current 401K program at Solvay provides for a 7% employer match, in cash versus the Dyneon/3M program which is a 3% match plus performance and growth sharing—all in 3M stock. If I am correct, this amounts to a total of 4.5% match in the best of times!
3. We will not receive an annual bonus as we have now which has historically been in the range of 5 to 12% over the past several years.

I am in hopes that these issues and concerns will be addressed and remedied in some sort of reasonable manner prior to closing.

I certainly do not want the first words out of my mouth after retirement to be “Welcome to Wal-Mart!”

With best regards,

  
Dennis M. Biggins

Principal Account Executive

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