

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA,

STATE OF IOWA,

STATE OF MISSISSIPPI,

and

STATE OF MONTANA,

Plaintiffs,

v.

THE DOW CHEMICAL COMPANY

and

E.I. DU PONT DE NEMOURS AND
COMPANY,

Defendants.

Case No.: 1:17-cv-01176-APM

**DESCRIPTION OF WRITTEN OR ORAL COMMUNICATIONS
CONCERNING THE PROPOSED FINAL JUDGMENT IN THIS ACTION
AND CERTIFICATION OF COMPLIANCE UNDER 15 U.S.C. § 16(g)
BY THE DOW CHEMICAL COMPANY**

Pursuant to Section 2(g) of the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16(g), Defendant The Dow Chemical Company (“Dow”), by its attorneys, submits the following description of all written or oral communications by or on behalf of Dow with any officer or employee of the United States concerning or relevant to the Proposed Final Judgment in this action. In accordance with Section 2(g), the description excludes any communications “made by counsel of record alone with the Attorney General or the employees of the Department of Justice

alone.”

On September 21, 2016, outside counsel for Dow and outside counsel for Defendant E.I. du Pont de Nemours and Company (“DuPont”) met with employees of the Antitrust Division of the Department of Justice (the “Division”) to discuss, among other things, the proposed divestiture remedy. Kenneth D. Isley, Global Leader, Dow AgroSciences Legal Department and Ethics & Compliance, and Dow AgroSciences Vice President, General Counsel and Secretary; Scott Hutchins, Global Leader, Dow AgroSciences Research & Development; and Cornel Fuerer, Associate General Counsel, DuPont Agriculture, participated in that meeting.

On September 27, 2016, outside counsel for Dow and outside counsel for DuPont met with employees of the Division to discuss, among other things, the proposed divestiture remedy. Eric Blackhurst, Dow Assistant General Counsel; Jack Ingold, Dow Senior Managing Counsel; and Ed Noack, Global Business Director, Dow Services Business, participated in that meeting.

On October 26, 2016, outside counsel for Dow and outside counsel for DuPont met with employees of the Division to discuss, among other things, the proposed divestiture remedy. Kenneth D. Isley, Global Leader, Dow AgroSciences Legal Department and Ethics & Compliance, and Dow AgroSciences Vice President, General Counsel and Secretary, and Cornel Fuerer, Associate General Counsel, DuPont Agriculture, participated in that meeting.

On January 25, 2017, outside counsel for Dow and outside counsel for DuPont participated in a meeting with employees of the Division to discuss, among other things, the proposed divestiture remedy. Peter Sykes, Dow Vice President and Corporate Head of Mergers & Acquisitions, participated in that meeting.

On January 27, 2017, outside counsel for Dow participated in a meeting with employees of the Division to discuss, among other things, the proposed divestiture remedy. Representatives of SK Global Chemical Co., Ltd. and its outside counsel participated in that meeting.

On March 6, 2017, outside counsel for DuPont and outside counsel for Dow participated in a meeting with employees of the Division to discuss, among other things, the proposed divestiture remedy. Representatives of FMC Corporation and its outside counsel participated in that meeting.

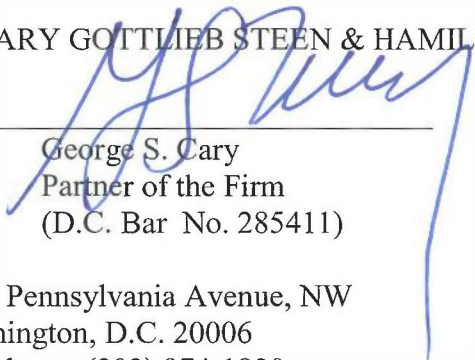
To the best of Dow's knowledge, after appropriate inquiry, there have been no other written or oral communications by or on behalf of Dow with any officer or employee of the United States concerning or relevant to the Proposed Final Judgment, except for communications between outside counsel of record for Dow and/or DuPont alone and the Attorney General or the employees of the Department of Justice alone. Dow therefore certifies that the requirements of 15 U.S.C. § 16(g) have been complied with and that this description of communications by or on behalf of Dow required to be reported under 15 U.S.C. § 16(g) is true and complete.

Dated: Washington, D.C.
June 26, 2017

Respectfully submitted,

CLEARY GOTTlieb STEEN & HAMILTON LLP

By: _____


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