

**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

200 East Randolph Drive  
Chicago, Illinois 60601

Andrew R. Running  
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312 861-2000

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312 861-2200

July 28, 2005

**VIA FACSIMILE**

Alan S. Fowler  
Blasland, Bouck & Lee, Inc.  
100 Cummings Center, Suite 135F  
Beverly, MA 01915

Re: **Solutia Inc.**

Dear Alan:

As you know, Kirkland & Ellis LLP represents Solutia Inc. and other related Debtors in connection with their pending bankruptcy cases in the Southern District of New York: *In re Solutia Inc. et al.*, (Chapter 11, Case Nos. 03-17949 (PCB), Bankruptcy Court for the Southern District of New York. Acting on behalf of the Debtors in those cases, we have discussed with you and other representatives of Blasland, Bouck & Lee, Inc. (hereinafter "BBL") the possibility of your firm serving as a litigation consultant and of your firm providing possible expert testimony in contested proceedings in the Debtors' bankruptcy cases. (All references to BBL in this letter shall include your affiliated firm, Triangle Economic Research, other than references to the hourly billing rates for Triangle Economic Research.)

I am pleased to inform you that the Debtors have agreed to retain your firm for that purpose. They have agreed to pay your customary fees plus reasonable expenses you incur in connection with your work for the Debtors.

The Debtors will pay you directly. You should send your bills to Cathy Bumb at Solutia. (Solutia may require that BBL comply with additional billing or work authorization requirements. If so, they will inform BBL of those requirements in a separate letter.) We would like you to send us a copy of your invoices as well; Solutia may ask us to review them from time to time. Please understand, however, that Kirkland & Ellis is not and will not be responsible for the payment of your fees and costs. As a signatory party to this letter, Solutia agrees to pay BBL in accordance with their existing MSA with BBL dated January 1, 2002 and the hourly billing rates for Triangle Economic Research attached to this letter.

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BBL's work and fees in these matters may also be subject to Bankruptcy Court review and approval. BBL may need to comply with any expert and consultant fee review procedures that may be established by the Bankruptcy Court.

In the course of your retention, we may call upon BBL to provide information, prepare studies or reports, participate in meetings, review materials, and undertake other tasks for the firm as counsel to the Debtors. We intend that your work, opinions, conclusions and communications will be covered by the attorney-client privilege and attorney work product rule to the extent provided by law, and you agree to do all things necessary to preserve those privileges.

You agree that documents and information of any kind that you (or anyone assisting you) acquire will be maintained in strict confidence and not disclosed to any other person or party without our prior written consent. All documentary material provided to you (or to anyone assisting you) together with all copies thereof must be returned immediately upon request. In addition, any activities that BBL performs under this agreement and any conclusions or judgments that you reach or have reached must be maintained as confidential in the same way. You should understand that these restrictions will continue even after the termination of your consulting work for us and after the termination of the matter.

You agree that while the matter is still active, neither you nor anyone assisting you will engage in any activities that are adverse to the interests of Solutia in this matter or our firm's representation of Solutia in this matter.

Reports and other documents generated, or obtained by you, in the course of your work on this matter will be the property of Solutia. If authored by you, they will be considered "Works Made For Hire" and all right, title and interest in such works is hereby assigned by you to Solutia upon receipt of final payment.

The nature and duration of your retention will be determined by our firm and may be modified or terminated by us at any time for any reason. This agreement may not be amended or modified, nor any provision waived by any means other than an express writing to such effect which is signed by you and us and Solutia. If terminated, BBL will be reimbursed for costs incurred to date.

We greatly appreciate your help in this matter, and we are looking forward to working with you and the other members of the BBL team.

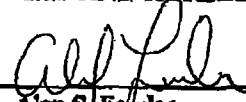
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Sincerely yours,

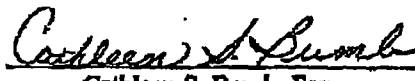
  
Andrew R. Running

ACCEPTED AND AGREED:

  
Alan S. Fowler  
Blasland Bouck & Lee, Inc.

DATED: 7/29/05

ACCEPTED AND AGREED:

  
Cathleen S. Bumb, Esq.  
Solofia Inc.

DATED: 7-28-05

## Attachment 1 to Exhibit A

## CONSULTANTS' EMPLOYEES' INVOLVED IN THE WORK

## HOURLY BILLING RATES

Title	Hourly Rate
Principal	\$179.00
Senior Engineer/Scientist II	\$155.00
Senior Eng/Scientist/Surveyor I	\$127.00
Senior Project Toxicologist II	\$120.00
Senior Project Engineer/Scientist II	\$105.00
Senior Engineer/Scientist I	\$91.00
Project Engineer/Scientist	\$79.00
Engineer/Scientist	\$68.00
Senior Draft Supervisor	\$91.00
Drafting Supervisor	\$91.00
Senior Drafter	\$69.00
Drafter III	\$65.00
Drafter II	\$47.00
Drafter I	\$35.00
Project Designer/Designer	\$77.00
Senior Const. Resident	\$103.00
Construction Resident	\$67.00
Field Supervisor	\$101.00
Senior Technician	\$65.00
Technician III	\$54.00
Technician II	\$47.00
Technician I	\$35.00
Senior Surveyor	\$124.00
Project Surveyor	\$59.00
Surveyor	\$52.00
Senior Doc Technician	\$61.00
Document Technician II, III, IV	\$47.00
Document Technician I	\$34.00
Senior Document Editor	\$78.00
Document Editor III	\$69.00
Document Editor I, II	\$47.00

5/31/05

TER 2005 Billing RatesPresident

Desvousges, Bill \$340

Vice Presidents

Dunford, Rick \$240

MacNair, Doug \$210

Mathews, Kristy \$210

Senior Economist/Business Analyst II

Havranek, Tim \$210

Kinnell, Jason \$160

Bingham, Matt \$160

Senior Economist/Business Analyst I

Clark, Donna \$145

Senior Project Economist/Business Analyst II

Freeman, Miranda \$120

Mohamed, Ateesha \$120

Senior Project Economist/Business Analyst I

Helman, Michael \$110

Kuhns, Karen \$110

Victoria, Vanessa \$110

Whaley, Jennifer \$100

Project Economist/Business Analyst

Cook, Jeremy \$80

Dixon, David \$75

Hostetter, Leigh \$80

Economist/Business Analyst

Glenn, Jaime \$65

Research/Support Services

Kearsley, Pam \$50

Morton, Arick \$40

Rowe, Delores \$45

Spagnardi, Colleen \$40

Woodard, Dawn \$50

Note: Deposition testimony hours are billed at 1.5 times the above rates and trial testimony hours are billed at 2.0 times the above rates.