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October 8, 2014

Johnson Controls, Inc.  
502 East Michigan Street  
Milwaukee, WI 53201  
Attention: Warren Sturm  
Cell Phone: 414-248-3151  
E-mail: Warren.D.Sturm@jci.com

**URGENT: Letter Agreement for MA-03331-13 covering HVAC/Refrigeration Maintenance and Repairs**

Dear Sir:

As you may know, E. I. du Pont de Nemours and Company (“DuPont”) is separating its Performance Chemicals segment, which includes DuPont Titanium Technologies and DuPont Chemicals & Fluoroproducts, into a separate publicly held company. In preparation, DuPont is implementing a new legal structure for the new company in the United States effective on February 1, 2015. DuPont needs to obtain for one or more of the legal entities that will hold Performance Chemicals assets (collectively, “Chemours”), contract rights substantially identical to the rights that DuPont has under certain contracts with you, listed on the attached schedule (the “Contracts”).

**Until DuPont publicly announces the new company, we request that you not share the Chemours name with others as it is confidential.**

DuPont hereby requests your agreement, as noted below, to a new contract(s) with The Chemours Company, LLC containing identical terms and conditions as the Contracts, except as otherwise described on the attached schedule (the “New Contracts”) to be effective on February 1, 2015 and upon execution by you and Chemours, this Letter Agreement and the Contract(s) shall constitute the New Contract(s).

The Contracts will remain in full force and effect, and DuPont and its affiliates will continue to be responsible for their performance under the Contracts. However, DuPont and its other non-Performance Chemicals affiliates will have no rights, obligations or interests in the New Contracts. All other arrangements and licenses between DuPont, DuPont affiliates, and your company will remain unchanged.

The new Invoice Address for the Chemours entity will be available at a later date.

**Please indicate your consent by executing this letter, and returning a copy of it by email to [suzette.l.macauley@dupont.com](mailto:suzette.l.macauley@dupont.com). If you have any questions, please contact Craig Desrosiers, 613-548-5278. This original letter is for your records.**

Sincerely yours,

*J. Craig Desrosiers / slm*

Printed Name: Craig Desrosiers  
Senior Buyer  
E. I. du Pont de Nemours and Company

Accepted and Agreed:

*[Handwritten Signature]*

Signature: \_\_\_\_\_

Printed Name: David R Clark

Title: VP Sales Systems, Services ; Solutions NA

Date: 11/10/14

Accepted and Agreed by The Chemours Company, LLC

*Alan C. Potts / slm*

By: \_\_\_\_\_  
Name: Alan C. Potts  
Title: Executive Buyer

Enclosure (Schedule of Contracts)

SCHEDULE OF CONTRACTS

DuPont Reference Number	Contract Name	Contract Effective Date	DuPont Party	Exceptions for Chemours agreement
MA-03331-13 / 6800044420	Johnson Controls, Inc.	June 1, 2013	E. I. du Pont de Nemours and Company	