UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF NEW YORK

UNITED STATES OF AMERICA, *Plaintiff*, v. THE LIQUID CARBONIC CORPORATION; AIR REDUCTION COMPANY, INC.; PURE CARBONIC, INC.; WYANDOTTE CHEMICALS CORPORATION; and INTERNATIONAL CARBONIC ENGINEERING COMPANY, *Defendants*.	Civil Action No. 07MC107 Judge: Amon Date Stamp: March 15, 2007

STIPULATION

It is stipulated by and between the undersigned parties, by their respective attorneys, that:

1. The BOC Group, Inc. ("BOC"), a successor in interest to both defendant Air Reduction Company, Inc. and defendant Pure Carbonic, Inc.; and Praxair, Inc. ("Praxair"), a successor in interest to defendant Liquid Carbonic Corporation, have filed a motion requesting that the Court terminate the Final Judgment entered in this case on March 7, 1952, as amended ("1952 Final Judgment"). The United States tentatively has agreed to the termination of the 1952 Final Judgment, pending the Court's decision as to whether further notice and comment procedures are appropriate.

2. In the event that the Court finds that no further notice is required, an order in the form of Exhibit A attached hereto may be filed and entered by the Court *sua sponte*, provided that the United States has not withdrawn its tentative consent.

3. In the event that the Court should order that further notice of the proposed termination be given,

(a) BOC and Praxair shall publish at their own expense a notice of the proposed termination, in the form attached hereto as Exhibit B, in issues of (1) Food Engineering and (2) Beverage World; and two consecutive issues of (3) Chemical Week. An order in the form of Exhibit C attached hereto, directing such publication, may be filed and entered by the Court forthwith, without further notice to any party or any other proceedings;

(b) The United States will publish in the Federal Register a notice in the form of Exhibit D attached hereto, announcing the motion of BOC and Praxair to terminate the 1952 Final Judgment and the United States' tentative consent to it, summarizing the Complaint and the 1952 Final Judgment, describing the procedures for inspection and obtaining copies of relevant papers, and inviting the submission of comments;

(c) A period for public comment shall end sixty days after the last publication of the notices required by this Stipulation. Within a reasonable time after the conclusion of the sixty-day public comment period, the United States will file copies of all comments received and its response to those comments; and

(d) An order in the form of Exhibit E attached hereto, terminating the 1952 Final Judgment, may be filed and entered by the Court upon the request of any party or by the Court *sua sponte*, at any time after the United States has filed any comments received and any responses and without further notice to any party or

any other proceedings, provided that the United States has not withdrawn its tentative consent.

4. The United States may withdraw its tentative consent at any time before the entry of an order terminating the 1952 Final Judgment by filing a notice of withdrawal of its consent with the Court and serving a copy of said notice upon all other parties.

5. In the event that the United States withdraws its consent, or if the proposed order terminating the 1952 Final Judgment is not entered pursuant to this Stipulation, then this Stipulation shall be of no effect whatsoever; the making of this Stipulation shall be without prejudice to any party in this or any other proceeding; and the Stipulation shall not thereafter be used in this or any other action or for any other purpose.

Dated: March 13, 2007

FOR PLAINTIFF
UNITED STATES OF AMERICA

/s/
THOMAS O. BARNETT (TB, 1317)
Assistant Attorney General

/s/
DAVID L. MEYER (DM, 7166)
Deputy Assistant Attorney General

/s/
J. ROBERT KRAMER, II (JK, 3921)
Director of Operations

/s/
MARIBETH PETRIZZI (MP, 2337)
Chief, Litigation II Section

/s/
DOROTHY B. FOUNTAIN (DF, 3282)
Assistant Chief, Litigation II Section

Attorneys
U.S. Department of Justice
Antitrust Division

/s/
STEPHEN A. HARRIS (SH, 4030)
ANTHONY E. HARRIS (AH, 5876)
U.S. Department of Justice
Antitrust Division
1401 H Street, NW, Suite 3000
Washington, DC 20530
Telephone: (202) 514-4901
Facsimile: (202) 307-6283

Dated: March 2, 2007

ON BEHALF OF
THE BOC GROUP, INC.

/s/

KENNETH S. PRINCE (KP, 6719)
JESSICA K. DELBAUM (JD, 1009)
Shearman & Sterling LLP
599 Lexington Avenue
New York, New York 10022
United States of America
Telephone: (212) 848-4000
Facsimile: (212) 848-7179

ON BEHALF OF
PRAXAIR, INC.

/s/

KIMBERLY N. REDDICK (KR, 2858)
SCOTT M. MENDEL (pro hac vice admission pending)
MICHAEL J. ABERNATHY (pro hac vice admission pending)
Bell, Boyd & Lloyd LLC
70 West Madison Street Suite 3100
Chicago, IL 60602
Telephone: (312) 372-1121
Facsimile: (312) 827-8000