



hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;

- c. all rights to seek judicial review or otherwise challenge or contest the validity of the Decision and Order, Order to Hold Separate and Maintain Assets or Order to Maintain Assets entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.
5. Because there may be interim competitive harm, the Commission may issue its Complaint and the Order to Hold Separate and Maintain Assets and Order to Maintain Assets in this matter at any time after it accepts the Consent Agreement for public comment.
6. The Proposed Respondents shall submit an initial report, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33, within fifteen (15) days of the date on which it executes this Consent Agreement and every thirty (30) days thereafter until the Decision and Order becomes final or the divestitures required pursuant to Paragraphs II. and III. of the Decision and Order are accomplished, whichever is earlier. Each such report shall be signed by the Proposed Respondents and shall set forth in detail the manner in which the Proposed Respondents have to date complied or have prepared to comply, are complying, and will comply with the Order to Hold Separate and Maintain Assets, Order to Maintain Assets and the Decision and Order. Such reports will not become part of the public record unless and until the Consent Agreement and Decision and Order are accepted by the Commission for public comment.
7. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this Consent Agreement is accepted by the Commission, it, together with the draft of Complaint contemplated thereby, will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify Proposed Respondents, in which event it will take such action as it may consider appropriate, or issue or amend its Complaint (in such form as the circumstances may require) and issue its Decision and Order, in disposition of the proceeding.
8. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents that the law has been violated as alleged in the draft of Complaint here attached, or that the facts as alleged in the draft of Complaint, other than jurisdictional facts, are true.
9. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (a) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached, (b) issue and serve its Order to Hold Separate and Maintain Assets, (c) issue and serve its Order to Maintain Assets, and (d) make information public with respect thereto. If such acceptance is not subsequently

withdrawn by the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may, without further notice to the Proposed Respondents, issue the attached Decision and Order containing an order to divest and providing for other relief in disposition of the proceeding.

10.

When if ~~the Commission has issued a Decision and Order to Hold Separate and Maintain Assets~~ the Order to Hold Separate and Maintain Assets shall become final upon service. Delivery of the Complaint, the Decision and Order, the Order to Hold Separate and Maintain Assets and the Order to Maintain Assets to Proposed Respondents by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. Proposed Respondents waive any right they may have to any other manner of service. Proposed Respondents also waive any right they may otherwise have to service of any Appendices incorporated by reference into the Decision and Order, and agree that they are bound to comply with and will comply with r.005 Tw -25.95 -1. ply Propose
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and Order and Paragraphs II. and III. of the Order to Maintain Assets.

14. Proposed Respondents have read the draft of the Complaint, the Decision and Order, the Order to Hold Separate and Maintain Assets and the Order to Maintain Assets contemplated hereby. Proposed Respondents understand that once the Decision and Order, the Order to Hold Separate and Maintain Assets and the Order to Maintain Assets have been issued, they will be required to file one or more compliance reports showing that they have fully complied with the Decision and Order, the Order to Hold Separate and Maintain Assets and the Order to Maintain Assets. Proposed Respondents agree to comply with the terms of the proposed Decision and Order, the Order to Hold Separate and Maintain Assets and the Order to Maintain Assets from the date they sign this Consent Agreement. Proposed Respondents further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order, the Order to Hold Separate and Maintain Assets and of the Order to Maintain Assets after they become final.

Signed this _____ day of _____, 2006.

LINDE AG

By: _____

Lothar Dressel
General Counsel and Vice President
Linde AG
