



of business located at 1001 Pennsylvania Avenue, N.W., Suite 220 South, Washington, DC 20004-2505.

2. Proposed Respondent PQ is a corporation organized, existing and doing business under and by virtue of the laws of Pennsylvania, with its office and principal place of business located at 300 Lindenwood Drive, Valleybrooke Corporate Center, Malvern, PA 19355-1740.
3. Respondent INEOS, the controlling interest of which is owned by James Ratcliffe, organized, existing, and doing business under and by virtue of the laws of the United Kingdom, with its office and principal place of business located at Hawkslease, Chapel Lane, Lyndhurst, Hampshire SO43 7FG United Kingdom.
4. Respondent James Ratcliffe is an individual with his office and principal place of business located at Hawkslease, Chapel Lane, Lyndhurst, Hampshire SO43 7FG United Kingdom.
5. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint here attached.
6. Proposed Respondents waive:
  - (a) any further procedural steps;
  - (b) the requirement that the Commission's Decision and Order, which is attached 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 entered pursuant to this Consent Agreement; and
  - (d) any claim under the Equal Access to Justice Act.
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 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

Complaint here attached, or that the facts as alleged in the draft Complaint, other than jurisdictional facts, are true.

9. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (1) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached and (2) make information public with respect thereto. If such acceptance is not subsequently withdrawn by the Commission pursuant

Signed this \_\_\_\_\_ day of June, 2008.

**CARLYLE PARTNERS IV, L.P.**

By:

\_\_\_\_\_  
Glenn A. Youngkin, Managing Director,  
TCG Holdings, L.L.C., the Managing  
Member of TC Group, L.L.C., the Sole  
Member of TC Group IV, L.L.C., the  
General Partner of TC Group IV, L.P., the  
General Partner of Carlyle Partners IV, L.P.  
1001 Pennsylvania Avenue, N.W.  
Suite 220 South, Washington, DC  
20004-2505.

**PQ CORPORATION**

By:

\_\_\_\_\_  
Michael R. Boyce, Chief Executive Officer  
and President  
PQ Corporation  
300 Lindenwood Drive

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**FEDERAL TRADE COMMISSION**

By:

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Steven L. Wilensky  
Attorney  
Bureau of Competition

APPROVED:

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