

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA,  
c/o Department of Justice  
Antitrust Division  
Washington, D.C. 20530,  
Plaintiff,

v.

ATLANTIC RICHFIELD COMPANY  
515 South Flower Street  
Los Angeles, California 90071

ARCO CHEMICAL COMPANY  
3801 West Chester Pike  
Newtown Square, Pennsylvania 19073

UNION CARBIDE CORPORATION  
39 Old Ridgebury Road  
Danbury, Connecticut 06817-7001

UNION CARBIDE CHEMICALS AND PLASTICS  
COMPANY INC.  
39 Old Ridgebury Road  
Danbury, Connecticut 06817-7001,  
Defendants.

91 0205

Civil Action No.

STIPULATION

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

- (1) the parties consent that the Court may file and enter a Final Judgment in the form attached to this Stipulation, on the Court's own motion or on the motion of any party at any time, and without further notice to any party or other proceedings, if plaintiff has not withdrawn its consent,

which it may do at any time before the entry of judgment by serving notice of its withdrawal on defendants and filing that notice with the Court;

(2) the defendants waive any objection to venue for purposes of this Final Judgment;

(3) in the event plaintiff withdraws its consent or if the proposed Final Judgment is not entered pursuant to this Stipulation, this Stipulation shall be of no effect whatever and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding; and

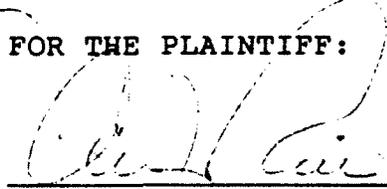
(4) the parties' execution of this Stipulation and the entry of Final Judgment settles, discharges, and releases any and all claims of the plaintiff arising from the acquisition by defendants Atlantic Richfield Company and ARCO Chemical Company of certain assets of defendants Union Carbide Corporation and Union Carbide Chemicals and Plastics Company Inc., as set forth in the Commission's complaint:

(a) against the defendants for failure to comply with any provision of § 7A of the Clayton Act, 15 U.S.C. 18a; and

(b) against any officer, director, or partner of the defendants for failure to comply with any provision of § 7A of the Clayton Act, 15 U.S.C. 18a.

Dated: January 30, 1991

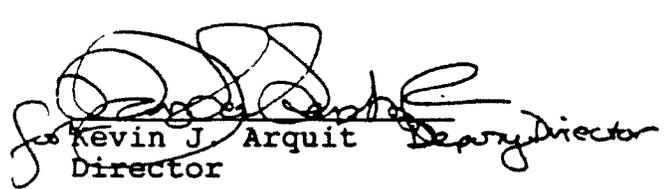
FOR THE PLAINTIFF:

  
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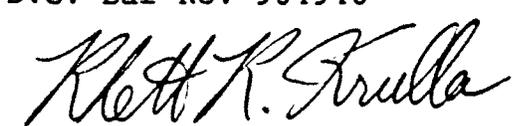
  
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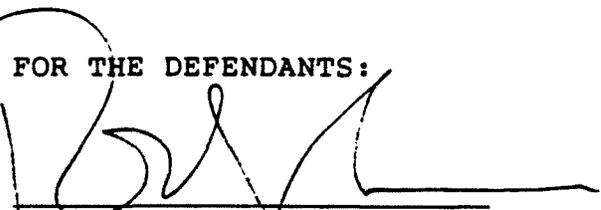
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STIPULATION

Page 4 of 4

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