

0484

**Statement Under Oath of Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings**

I, James S. Sawyer, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Praxair, Inc., and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Audit Committee of the Praxair, Inc. Board of Directors.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- the Praxair, Inc. 2001 Annual Report on Form 10-K for the fiscal year ended December 31, 2001;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Praxair, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

James S. Sawyer  
 James S. Sawyer  
 Vice President & Chief Financial Officer  
 Date: August 9<sup>th</sup>, 2002

Subscribed and sworn to  
 before me this 9<sup>th</sup> day  
 of August 2002.

Mark S. Lyon

**MARK S. LYON**  
**NOTARY PUBLIC**  
 MY COMMISSION EXPIRES SEP. 30, 2005

RECEIVED  
 OFFICE OF THE SECRETARY

AUG 12 2002