



Office of the Secretary

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

October 22, 2004

Brian Byrne, Esq.
Cleary, Gottlieb, Steen & Hamilton
2000 Pennsylvania Avenue, NW
Washington, DC 20006-1801

Re: American Air Liquide, Inc.
Docket No. C-4109

Dear Mr. Byrne:

This letter responds to the June 29, 2004, Petition that you filed on behalf of American Air Liquide, Inc. ("Air Liquide") seeking prior approval by the Federal Trade Commission ("Commission") of the divestiture of the Atmospheric Gases Divestiture Assets and Businesses, as that term is defined in the June 29, 2004, order in Docket No. C-4109 ("Order"), to Matheson Tri-Gas, Inc. The Order requires prior Commission approval of the divestiture by Air Liquide.

After consideration of the proposed divestiture as set forth in the Petition and supplemental documents, as well as other available information, the Commission has determined to approve the proposed divestiture of the Atmospheric Gases Divestiture Assets and Businesses to Matheson Tri-Gas, Inc., including the substitute alternative package of customer supply agreements, as provided in the Order. In according its approval, the Commission has relied upon the information submitted and representations made in connection with Air Liquide's Petition, and has assumed them to be accurate and complete.

By direction of the Commission, Commissioner Leibowitz not participating.

Donald S. Clark
Secretary