



Office of the Secretary

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

January 14, 2005

A. Douglas Melamed, Esq.
Wilmer Cutler Pickering Hale and Dorr LLP
2445 M Street, NW
Washington, D.C. 20037

Re: *Bayer/Aventis, FTC File No. 011-0199, Docket No. C-4049.*

Dear Mr. Melamed:

This is in reference to the Petition of BayerCropScience AG for Approval of Proposed License Back Agreement ("Petition"), filed by BayerCropScience AG ("Bayer") and received October 6, 2004. Pursuant to the Decision and Order in Docket No. C-4049, Bayer requests prior Commission approval of its proposal to obtain a certain license from BASF AG.

After consideration of Bayer's Petition and other available information, the Commission has determined to approve the proposed license as set forth in Bayer's Petition. In according its approval, the Commission has relied upon the information submitted and the representations made in connection with Bayer's Petition and has assumed them to be accurate and complete.

By direction of the Commission, Chairman Majoras not participating.

Donald S. Clark
Secretary

cc: Kenneth S. Prince
Shearman & Sterling
599 Lexington Avenue
New York, NY 10022