



Office of the Secretary

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

September 18, 2008

James R. Weiss, Esq.  
John Longstreth, Esq.  
K&L Gates LLP  
1601 K Street, N.W.  
Washington D.C. 20006-1600

Re: *In the Matter of Carlyle Partners IV, L.P.*  
*FTC File No. 0710203, Docket No. C-4233*

Dear Mr. Weiss and Mr. Longstreth:

Thank you for your comments on behalf of Rhodia Inc. regarding the proposed consent order in the above-captioned matter. Your letter explained how Rhodia has been affected by the acquisition by PQ Corporation of the silicas business of INEOS Group Limited, and contained criticism of the Commission's provisional order requiring PQ to divest the sodium silicate plant located in Utica, Illinois to Oak Hill Acquisition Company, LLC. The Commission has reviewed your comment in connection with its decision whether to give final approval to the proposed consent order and has placed the comment on the public record.

After considering the Rhodia comment, the Commission has determined that the public interest would be served best by issuing the Decision and Order in final form with certain changes in the Asset Purchase Agreement between PQ Corporation and Oak Hill Acquisition Company, LLC, relating to the sodium silicate supply agreement between those two parties. The changes will allow Oak Hill to entirely exit from its obligation to supply PQ with sodium silicate under a shortened notice provision and to unilaterally reduce the annual amount of sodium silicate that it must supply to PQ. Other operative provisions of the Asset Purchase Agreement remain unchanged.

We appreciate your interest in this matter. A copy of the final Decision and Order is enclosed for your information.

By direction of the Commission.

Donald S. Clark  
Secretary

Enclosure