



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

Office of the Secretary

January 20, 2010

George S. Cary, Esq.  
Cleary Gottlieb Steen & Hamilton LLP  
2000 Pennsylvania Avenue, N.W.  
Washington, D.C. 20006-1801

Re: The Dow Chemical Company/Rohm & Haas  
Docket No. C-4243

Dear Mr. Cary:

This letter responds to the Petition of The Dow Chemical Company for Approval of Proposed Divestiture of the Acrylics Acid and Latex Polymers Businesses to Arkema Inc. ("Petition") filed by The Dow Chemical Company ("Dow"), on August 14, 2009, seeking prior approval by the Federal Trade Commission of the acquirer and the manner of the divestiture of those businesses as required by the order issued by the Commission on March 31, 2009, in Docket No. C-4243 (hereinafter the "Order"). The Commission has determined to approve Dow's Petition.

In according its approval to Dow's Petition, the Commission has relied upon the information submitted by Dow and Arkema and the representations made by Dow and Arkema in the course of the Commission staff's review of Dow's Petition, and the Commission has assumed them to be accurate and complete. The manner of divestiture considered by the Commission is that set forth in the agreements submitted to the Commission through the course of the staff's review.

This letter also responds to Dow's request to extend the time to divest its ownership of the real property described on Exhibit 5 to the Order that is related to the Torrance Facility (as that term is defined in Paragraph I.XXX. of the Order). The Commission has determined that Dow has shown cause under section 4.3(b) of the Commission's Rules of Practice for the Commission to grant Dow's request to extend the time to divest its interest in this real property until a date that is one (1) year from the date Dow closes the transaction divesting the Acrylics Acid and Latex Polymers Businesses to Arkema Inc.

By direction of the Commission.

Donald S. Clark  
Secretary