



Office of the Secretary

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

July 19, 2010

Richard C. Pepperman, II, Esq.
Sullivan & Cromwell
125 Broad Street
New York, NY 10004

Re: *Solvay SA*
Docket No. C-4046

Dear Mr. Pepperman:

On June 21, 2002, the Federal Trade Commission (“Commission”) issued a Decision and Order (“Order”) to remedy the effects on competition of the acquisition of Ausimont S.p.A. by Solvay SA (“Solvay”). The Order requires, *inter alia*, Solvay to divest the Solvay Fluoropolymers Business and the Solvay VF₂ Joint Venture Business to an acquirer and in a manner approved by the Commission. See Order ¶¶ I.A., II.B. The Order further requires Solvay to comply with all terms of the Solvay/Alventia HCFC-142b Agreement pursuant to which Solvay is obligated to supply HCFC-142b to Alventia to manufacture VF₂. See Order ¶ II.I. The Solvay/Alventia HCFC-142b Agreement is incorporated into and made a part of this Order, and the Order provides that any modification of the Solvay/Alventia HCFC-142b Agreement without the prior approval of the Commission constitutes a failure to comply with the Order. *Id.*

On April 26, 2010, Solvay filed the Petition Of Solvay S.A. For Approval Of Termination Agreement (“Petition”) seeking Commission approval to terminate the Solvay/Alventia HCFC-142b Agreement. As set forth more fully in the Petition, Solvay represents that Alventia’s repeated exercise of a “meet or release” clause has effectively released Solvay from any contractual obligation to supply HCFC-142b to Alventia. Consequently, Solvay and Alventia have agreed to terminate the supply agreement.

The Commission has considered Solvay’s Petition, as well as other available information, and has determined to grant the Petition to approve the Termination Agreement. In making its determination, the Commission has relied upon the information submitted and the representations made by Solvay and has assumed them to be accurate and complete.

By direction of the Commission.

Donald S. Clark
Secretary