



Office of the Secretary

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

February 23, 2012

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

Re: *In the Matter of The Dow Chemical Company, Docket No. C-4243*

Dear Mr. Cary:

Pursuant to Rule 2.41(f) of the Commission's Rules of Practice, the Commission has determined to approve the Petition of The Dow Chemical Company For Approval of the Proposed Divestiture of the Real Property Related to the Torrance Facility to Hager Pacific.

In according its approval to Dow's Petition, the Commission has relied upon the information submitted by Dow and the acquiring entities, and the representations made by Dow, in the course of the Commission staff's review of Dow's Petition. The Commission has assumed the information and representations to be accurate and complete. The manner of divestiture considered by the Commission is that set forth in the Real Estate Purchase and Sale Agreement filed with the Petition.

By direction of the Commission.

Donald S. Clark
Secretary