UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, DC 20580

Office of the Secretary

February 26, 2019

Sandra Lane
North Carolina

Re: *In the Matter of Linde AG, Praxair, Inc., and Linde PLC, File No. 171-0068, FTC Docket No. C-4660*

Dear Ms. Lane,

Thank you for your comments regarding the proposed consent order accepted by the Federal Trade Commission for public comment in the above-captioned matter. The Commission has placed your comment on the public record pursuant to Rule 4.9(b)(6)(ii) of the Commission's Rules of Practice, 165 C.F.R. § 4.9(b)(6)(ii), and has given it careful consideration in connection with its decision concerning whether to accord final approval to the proposed consent order.

When the Commission requires assets to be divested as part of a settlement, it requires the respondents (in this case, Linde and Praxair) to find an acceptable buyer for those assets. After the respondents have selected a buyer for the assets, the Commission evaluates the buyer and respondents' agreements with the buyer of each asset package to determine whether to accept the proposed consent order. The Commission evaluates whether a buyer will be able to, with the package of assets divested to it, maintain or restore competition in the relevant market(s) and thus is an acceptable buyer. Respondents and the proposed buyer must demonstrate that the proposed buyer has both the ability and economic incentive to maintain or restore competition in the relevant market(s). Additional information about the divestiture process can be found in the *Statement of the Federal Trade Commission 's Bureau of Competition on Negotiation Merger Remedies,* available at http://www.ftc.gov/tips-advice/competition-guidance/merger-remedies.

The Commission has determined that the public interest would be served best by issuing the Decision and Order in final form with certain modifications. Relevant materials are available from the Commission's website at http://www.ftc.gov. We appreciate your comments and interest in this matter.

By direction of the Commission, Commissioner Chopra dissenting.

April J. Tabor
Acting Secretary