



Office of the Secretary

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

February 17, 2004

William Pietragallo, II
Pietragallo, Bosick & Gordon
One Oxford Centre
Thirty-Eighth Floor
Pittsburgh, PA 15219

Re: *RHI AG*
Docket No. C-4005

Dear Mr. Pietragallo:

This letter responds to the January 16, 2003, "Petition Of RHI AG To Approve Certain Settlement Agreement Dated October 19, 2001, Between North American Refractories Company, An Indirect Subsidiary Of RHI AG, And Resco Products, Inc., And Make Part Of Decision And Order" ("Petition") seeking, *inter alia*, the Commission's approval of a settlement agreement between Resco and NARCO (dated October 19, 2001) ("2001 Settlement Agreement") that modifies the Divestiture Agreement. The Petition also asked the Commission to reopen and modify the Order. RHI extended the time provided for the Commission to consider the Petition until February 19, 2004.

In a separate Order Modifying Order, the Commission has determined to grant the Petition and to modify the Order. The Commission has also approved those portions of the 2001 Settlement Agreement that modify the Divestiture Agreement. In making its determination, the Commission has relied upon the information submitted and the representations made by RHI.

By direction of the Commission.

A handwritten signature in cursive script that reads "Donald S. Clark".

Donald S. Clark
Secretary