



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

Office of the Secretary

February 28, 1997

Mark Leddy, Esquire
David I. Gelfand, Esquire
Steven J. Kaiser, Esquire
Cleary, Gottlieb, Steen & Hamilton
1752 N Street, N.W.
Washington, D.C. 20036

Re: Saint-Gobain/Norton Industrial Ceramics Corporation, Docket No. C-3673

Dear Messrs Leddy, Gelfand and Kaiser:

This letter responds to the "Petition of Compagnie de Saint-Gobain for Approval of Proposed Divestiture" ("Petition") that you filed on January 3, 1997, seeking prior approval by the Federal Trade Commission of the divestiture by Saint-Gobain of the "Igniters Business" to Graphite Sales, Inc. The order in Docket No. C-3673 requires prior Commission approval of the divestiture by Saint-Gobain.

The Commission has determined to approve Saint-Gobain's proposed divestiture. In according its approval, the Commission has relied upon the information submitted and representations made by Saint-Gobain and Graphite Sales in connection with the Petition and the proposed divestiture, and has assumed them to be accurate and complete.

By direction of the Commission.

Donald S. Clark
Secretary