



Office of the Secretary

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

July 7, 2006

Marimichael Skubel, Esq.
Kirkland & Ellis LLP
655 Fifteenth Street, NW
Washington, D.C. 20005

Re: *The Associated Octel Company Limited*
Docket No. C-3913

Dear Ms. Skubel:

This is in reference to the Request for Approval of Modifications (“Request”), filed by The Associated Octel Company Limited (“Octel”) and received November 5, 2005. Pursuant to the Decision and Order (“Order”) in Docket No. C-3913, Octel requests approval of two modifications to a supply agreement as required by the Order. Octel originally implemented the modifications in February 2000 and June 2004, both without the Commission’s prior approval.

After consideration of Octel’s Request and other available information, the Commission has determined to approve the modifications as set forth in Octel’s Request. In according its approval, the Commission has relied upon the information submitted and the representations made in connection with Octel’s Request and has assumed them to be accurate and complete.

Upon further review of Octel’s failure to obtain the Commission’s prior approval of the modifications, and given Octel’s efforts to correct its practices, it now appears that no further action is warranted by the Commission at this time. This action is not to be construed as a determination that a violation may not have occurred, just as the pendency of an investigation should not be construed as a determination that a violation has occurred. The Commission reserves the right to take such further action as the public interest may require.

By direction of the Commission.

Donald S. Clark
Secretary