



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

Office of the Secretary

November 1, 2002

A. Douglas Melamed, Esq.
Wilmer, Cutler & Pickering
2445 M Street, NW
Washington, D.C. 20037

Re: Bayer/Aventis
FTC File No. 011-0199, Docket No. C-4049.

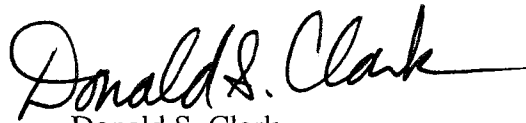
Dear Mr. Melamed:

This is in reference to the Petition of Bayer AG for Approval of Proposed Divestiture ("Application"), dated September 16, 2002, and filed by Bayer AG ("Bayer"). Pursuant to the Decision and Order in File No. 011-0199, Bayer requests prior Commission approval of its proposal to divest certain assets to Arvesta Corporation.

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

In connection with the Application, Bayer also requested that the Commission shorten the public comment period to no more than 14 days, citing seasonality grounds for its request. Upon consideration of the request, the Commission determined to deny the request, because Bayer failed to demonstrate that such action would be appropriate in these circumstances.

By direction of the Commission.


Donald S. Clark
Secretary

cc: Alicia Batts, Esq.
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