



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

Office of the Secretary

January 6, 2003

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"), filed by Bayer AG ("Bayer") and received October 29, 2002. Pursuant to the Decision and Order in File No. 011-0199, Bayer requests prior Commission approval of its proposal to divest certain assets to Nippon Soda Co. Ltd.

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.

By direction of the Commission, Commissioner Anthony not participating.

A handwritten signature in black ink that reads "Donald S. Clark".

Donald S. Clark
Secretary

cc: Thomas J. Horton, Esq.
Orrick, Herrington & Sutcliffe LLP
3050 K Street, NW
Washington, D.C. 20007