

Interlocutory Orders, Etc.

**IN THE MATTER OF**  
  
**AGRIUM, INC.**  
**AND**  
**UAP HOLDING CORPORATION**

*Docket No. C-4219*      *October 28, 2008*

Letter responding to Agrium's petition for approval of a proposed divestiture pursuant to Section 2.41(f) of the Commission's Rules of Practice and Procedure.

**LETTER APPROVING DIVESTITURE**

Dear Ms. Feinstein:

This is in reference to the Petition of Agrium, Inc. For Approval of Proposed Divestiture to Helena Chemical Company ("Helena"), filed by Agrium, Inc. ("Agrium") and received on August 18, 2008 ("Petition"). Pursuant to the Decision and Order in Docket No. C-4219, Agrium requests prior Commission approval of its proposal to divest certain assets to Helena.

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

By direction of the Commission.

Interlocutory Orders, Etc.

**IN THE MATTER OF**

**LINDE AG,  
AND  
THE BOC GROUP PLC**

*Docket No. C-4163*

*Order, November 12, 2008*

Letter informing Linde AG that the Monitor certified that the installations at Irwindale and Newark are “in accordance with the parameters established for a Standard Industry Transfill, and therefore (TNSC) is in compliance with that portion of the Order.

**LETTER APPROVING RETENTION OF ASSETS**

Dear Mr. Prince and Ms. Delbaum:

This letter is to inform Linde AG (“Linde”) that it may retain the City of Industry and Richmond, California Escrow Transfills in accordance with Paragraph III.B.6.b. of the Order in the above-referenced matter. Linde also must return to Taiyo Nippon Sanso Corporation (“TNSC”) the purchase price, including interest accrued in escrow, for these Escrow Transfills within 3 days following receipt of this letter.

The Commission’s approval for Linde to retain the City of Industry and Richmond, California Escrow Transfills is based on the Monitor’s August 19, 2008, and October 26, 2008, Certifications, pursuant to Paragraph IV.D.1.c. of the Order, that TNSC has constructed Standard Industry Helium Transfills in Irwindale and Newark, California.

In granting its approval, the Commission has relied upon the information submitted by the Monitor, and has assumed such information to be accurate and complete.

By direction of the Commission.