



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

Office of the Secretary

October 28, 2008

Deborah Feinstein, Esq.
Arnold & Porter LLP
555 Twelfth Street, NW
Washington, D.C. 20004

Re: Agrium, Inc. and UAP Holding Corporation
Docket No. C-4219

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 accord-
ing its approval, the Commission has relied upon the information submitted and the representa-
tions 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.

A handwritten signature in black ink, reading "Donald S. Clark".

Donald S. Clark
Secretary

cc: Richard Gilmore
The GIC Group
1434 Duke St.
Alexandria, VA 22314