

AIR PRODUCTS & CHEMICALS INC /DE/  
Form 10-Q  
July 26, 2010  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended 30 June 2010

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-4534

**AIR PRODUCTS AND CHEMICALS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation or Organization)

23-1274455  
(I.R.S. Employer Identification No.)

7201 Hamilton Boulevard, Allentown, Pennsylvania  
(Address of Principal Executive Offices)

18195-1501  
(Zip Code)

610-481-4911

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject

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to such filing requirements for the past 90 days. Yes ü No \_\_\_

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ü No \_\_\_

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ü Accelerated filer \_\_\_ Non-accelerated filer \_\_\_ Smaller reporting company \_\_\_  
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES \_\_\_ NO ü

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at 19 July 2010
Common Stock, \$1 par value	212,536,365

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**AIR PRODUCTS AND CHEMICALS, INC. and Subsidiaries**

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**Table of Contents****PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****AIR PRODUCTS AND CHEMICALS, INC. and Subsidiaries****CONSOLIDATED BALANCE SHEETS****(Unaudited)**

	30 June	30 September
	2010	2009
(Millions of dollars, except for share data)		
<b>Assets</b>		
<b>Current Assets</b>		
Cash and cash items	\$ 405.3	\$ 488.2
Trade receivables, less allowances for doubtful accounts	1,416.4	1,363.2
Inventories	499.2	509.6
Contracts in progress, less progress billings	120.6	132.3
Prepaid expenses	72.8	99.7
Other receivables and current assets	431.1	404.8
<b>Total Current Assets</b>	<b>2,945.4</b>	<b>2,997.8</b>
<b>Investment in Net Assets of and Advances to Equity Affiliates</b>	<b>856.9</b>	<b>868.1</b>
<b>Plant and Equipment, at cost</b>	<b>15,646.9</b>	<b>15,751.3</b>
Less: Accumulated depreciation	8,876.1	8,891.7
<b>Plant and Equipment, net</b>	<b>6,770.8</b>	<b>6,859.6</b>
<b>Goodwill</b>	<b>842.5</b>	<b>916.0</b>
<b>Intangible Assets, net</b>	<b>263.9</b>	<b>262.6</b>
<b>Noncurrent Capital Lease Receivables</b>	<b>738.1</b>	<b>687.0</b>
<b>Other Noncurrent Assets</b>	<b>581.8</b>	<b>438.0</b>
<b>Total Assets</b>	<b>\$12,999.4</b>	<b>\$13,029.1</b>
<b>Liabilities and Equity</b>		
<b>Current Liabilities</b>		
Payables and accrued liabilities	\$ 1,415.3	\$ 1,674.8
Accrued income taxes	75.9	42.9
Short-term borrowings	341.2	333.8
Current portion of long-term debt	480.4	452.1
<b>Total Current Liabilities</b>	<b>2,312.8</b>	<b>2,503.6</b>
<b>Long-Term Debt</b>	<b>3,366.4</b>	<b>3,715.6</b>
<b>Deferred Income and Other Noncurrent Liabilities</b>	<b>1,474.7</b>	<b>1,522.0</b>
<b>Deferred Income Taxes</b>	<b>473.6</b>	<b>357.9</b>
<b>Total Liabilities</b>	<b>7,627.5</b>	<b>8,099.1</b>
<b>Commitments and Contingencies See Note 12</b>		
<b>Equity</b>		
Common stock (par value \$1 per share; 2010 and 2009 249,455,584 shares)	249.4	249.4
Capital in excess of par value	803.0	822.9
Retained earnings	7,685.5	7,234.6
Accumulated other comprehensive income (loss)	(1,230.5)	(1,161.8)
Treasury stock, at cost (2010 36,919,219 shares; 2009 38,195,320 shares)	(2,276.0)	(2,353.2)
<b>Total Air Products Shareholders' Equity</b>	<b>5,231.4</b>	<b>4,791.9</b>
<b>Noncontrolling Interests</b>	<b>140.5</b>	<b>138.1</b>
<b>Total Equity</b>	<b>5,371.9</b>	<b>4,930.0</b>
<b>Total Liabilities and Equity</b>	<b>\$12,999.4</b>	<b>\$13,029.1</b>

The accompanying notes are an integral part of these statements.



**Table of Contents****AIR PRODUCTS AND CHEMICALS, INC. and Subsidiaries****CONSOLIDATED INCOME STATEMENTS****(Unaudited)**

(Millions of dollars, except for share data)	Three Months Ended		Nine Months Ended	
	30 June		30 June	
	2010	2009	2010	2009
<b>Sales</b>	\$2,252.3	\$1,976.2	\$6,674.8	\$6,126.9
Cost of sales	1,611.0	1,427.5	4,808.3	4,497.1
Selling and administrative	241.2	232.3	725.7	709.9
Research and development	29.3	24.1	82.8	86.9
Global cost reduction plan		124.0		298.2
Acquisition-related costs	37.9		61.3	
Customer bankruptcy	(1.8)	22.2	(1.8)	22.2
Pension settlement	6.3	8.0	6.3	8.0
Other (income), net	(8.0)	(5.7)	(29.8)	(13.7)
<b>Operating Income</b>	336.4	143.8	1,022.0	518.3
Equity affiliates income	32.5	28.5	91.6	80.0
Interest expense	30.0	27.5	91.1	94.0
<b>Income from Continuing Operations before Taxes</b>	338.9	144.8	1,022.5	504.3
Income tax provision	77.6	25.4	246.0	99.0
<b>Income from Continuing Operations</b>	261.3	119.4	776.5	405.3
<b>Loss from Discontinued Operations, net of tax</b>		(1.4)		(6.5)
<b>Net Income</b>	261.3	118.0	776.5	398.8
<b>Less: Net Income Attributable to Noncontrolling Interests</b>	8.1	4.8	19.5	11.4
<b>Net Income Attributable to Air Products</b>	\$ 253.2	\$ 113.2	\$ 757.0	\$ 387.4
<b>Net Income Attributable to Air Products</b>				
Income from continuing operations	\$ 253.2	\$ 114.6	\$ 757.0	\$ 393.9
Loss from discontinued operations		(1.4)		(6.5)
Net Income Attributable to Air Products	\$ 253.2	\$ 113.2	\$ 757.0	\$ 387.4
<b>Basic Earnings Per Common Share Attributable to Air Products</b>				
Income from continuing operations	\$ 1.19	\$ .55	\$ 3.57	\$ 1.88
Loss from discontinued operations		(.01)		(.03)
Net Income Attributable to Air Products	\$ 1.19	\$ .54	\$ 3.57	\$ 1.85
<b>Diluted Earnings Per Common Share Attributable to Air Products</b>				
Income from continuing operations	\$ 1.17	\$ .54	\$ 3.49	\$ 1.85
Loss from discontinued operations		(.01)		(.03)
Net Income Attributable to Air Products	\$ 1.17	\$ .53	\$ 3.49	\$ 1.82
<b>Weighted Average of Common Shares Outstanding (in millions)</b>	212.3	209.8	212.0	209.6
<b>Weighted Average of Common Shares Outstanding Assuming Dilution (in millions)</b>	216.9	214.0	216.9	212.8
<b>Dividends Declared Per Common Share Cash</b>	\$ .49	\$ .45	\$ 1.43	\$ 1.34

The accompanying notes are an integral part of these statements.

**Table of Contents****AIR PRODUCTS AND CHEMICALS, INC. and Subsidiaries****CONSOLIDATED COMPREHENSIVE INCOME STATEMENTS****(Unaudited)**

	Three Months Ended	
	30 June	
(Millions of dollars)	2010	2009
<b>Net Income</b>	<b>\$ 261.3</b>	<b>\$ 118.0</b>
Other Comprehensive Income (Loss), net of tax:		
Translation adjustments, net of tax (benefit) of \$54.5 and \$(30.5)	(195.7)	258.8
Net gain (loss) on derivatives, net of tax (benefit) of \$(9.7) and \$5.0	(16.0)	9.8
Unrealized holding gain (loss) on available-for-sale securities, net of tax of \$(1.2) and \$1.5	(2.0)	2.6
Pension and postretirement benefits, net of tax (benefit) of \$2.6 and \$(13.6)	4.1	(22.7)
Reclassification adjustments:		
Currency translation adjustment	(.7)	
Derivatives, net of tax (benefit) of \$9.4 and \$(2.4)	15.7	(4.4)
Pension and postretirement benefits, net of tax of \$8.7 and \$4.7	16.1	8.6
Total Other Comprehensive Income (Loss)	(178.5)	252.7
<b>Comprehensive Income (Loss)</b>	<b>82.8</b>	<b>370.7</b>
<b>Comprehensive Income (Loss) Attributable to Noncontrolling Interests</b>	<b>5.7</b>	<b>10.1</b>
<b>Comprehensive Income (Loss) Attributable to Air Products</b>	<b>\$ 77.1</b>	<b>\$ 360.6</b>
	Nine Months	
	Ended 30 June	
(Millions of dollars)	2010	2009
<b>Net Income</b>	<b>\$ 776.5</b>	<b>\$ 398.8</b>
Other Comprehensive Income (Loss), net of tax:		
Translation adjustments, net of tax (benefit) of \$106.8 and \$(25.8)	(126.5)	(284.7)
Net (loss) on derivatives, net of tax (benefit) of \$(14.5) and \$(1.1)	(25.3)	(3.1)
Unrealized holding gain (loss) on available-for-sale securities, net of tax of \$8.4 and \$1.1	14.5	1.8
Pension and postretirement benefits, net of tax (benefit) of \$2.6 and \$(13.6)	4.1	(22.7)
Reclassification adjustments:		
Currency translation adjustment	(.7)	(3.2)
Derivatives, net of tax of \$13.1 and \$.9	23.5	2.7
Pension and postretirement benefits, net of tax of \$21.3 and \$7.3	39.8	14.3
Total Other Comprehensive Income (Loss)	(70.6)	(294.9)
<b>Comprehensive Income (Loss)</b>	<b>705.9</b>	<b>103.9</b>
<b>Comprehensive Income (Loss) Attributable to Noncontrolling Interests</b>	<b>17.6</b>	<b>6.6</b>
<b>Comprehensive Income (Loss) Attributable to Air Products</b>	<b>\$ 688.3</b>	<b>\$ 97.3</b>
The accompanying notes are an integral part of these statements.		

**Table of Contents****AIR PRODUCTS AND CHEMICALS, INC. and Subsidiaries****CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited)**

	Nine Months Ended	
	30 June	
(Millions of dollars)	2010	2009
<b>Operating Activities</b>		
Net Income	\$ 776.5	\$ 398.8
Less: Net income attributable to noncontrolling interests	19.5	11.4
Net income attributable to Air Products	\$ 757.0	\$ 387.4
Adjustments to reconcile income to cash provided by operating activities:		
Depreciation and amortization	648.8	614.8
Impairment of assets of continuing operations	3.8	67.7
Impairment of assets of discontinued operations		48.7
Deferred income taxes	80.7	(41.6)
Undistributed earnings of unconsolidated affiliates	(35.2)	(45.5)
(Gain) loss on sale of assets and investments	(9.1)	7.0
Share-based compensation	36.6	45.1
Noncurrent capital lease receivables	(72.7)	(74.9)
Acquisition-related costs	52.5	
Customer bankruptcy		22.2
Other adjustments	35.5	(28.8)
Working capital changes that provided (used) cash, excluding effects of acquisitions and divestitures:		
Trade receivables	(151.3)	160.0
Inventories	(9.5)	(10.8)
Contracts in progress	4.6	29.8
Payables and accrued liabilities	(315.9)	(313.2)
Other working capital	7.4	(2.9)
<b>Cash Provided by Operating Activities</b>	<b>1,033.2</b>	<b>865.0</b>
<b>Investing Activities</b>		
Additions to plant and equipment	(757.2)	(899.3)
Acquisitions, less cash acquired	(37.2)	(29.8)
Investment in and advances to unconsolidated affiliates	(4.7)	(1.1)
Investment in Airgas stock	(69.6)	
Proceeds from sale of assets and investments	32.6	30.1
Proceeds from sale of discontinued operations		39.0
Change in restricted cash	28.2	82.2
<b>Cash Used for Investing Activities</b>	<b>(807.9)</b>	<b>(778.9)</b>
<b>Financing Activities</b>		
Long-term debt proceeds	110.9	120.9
Payments on long-term debt	(109.8)	(70.0)
Net (decrease) increase in commercial paper and short-term borrowings	(50.0)	99.2
Dividends paid to shareholders	(294.6)	(278.8)
Proceeds from stock option exercises	42.3	14.9
Excess tax benefit from share-based compensation	11.1	4.1
Other financing activities	(9.9)	(7.8)
<b>Cash Used for Financing Activities</b>	<b>(300.0)</b>	<b>(117.5)</b>
<b>Effect of Exchange Rate Changes on Cash</b>	<b>(8.2)</b>	<b>(1.8)</b>
<b>Decrease in Cash and Cash Items</b>	<b>(82.9)</b>	<b>(33.2)</b>
<b>Cash and Cash Items Beginning of Year</b>	<b>488.2</b>	<b>103.5</b>
<b>Cash and Cash Items End of Period</b>	<b>\$ 405.3</b>	<b>\$ 70.3</b>



**Supplemental Cash Flow Information**

Significant noncash transactions:

Short-term borrowings associated with SAGA acquisition	\$	54.6	\$
Noncurrent liability related to the purchase of shares from noncontrolling interests		39.8	

The accompanying notes are an integral part of these statements.

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**AIR PRODUCTS AND CHEMICALS, INC. and Subsidiaries**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Millions of dollars unless otherwise indicated, except for share data)

**1. BASIS OF PRESENTATION AND MAJOR ACCOUNTING POLICIES**

Refer to the Company's 2009 Form 10-K for a description of major accounting policies. There have been no material changes to these accounting policies during the first nine months of 2010 other than those detailed in Note 2.

The consolidated financial statements of Air Products and Chemicals, Inc. and its subsidiaries (the Company, Air Products, or registrant) included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. In the opinion of the Company, the accompanying statements reflect adjustments necessary to present fairly the financial position, results of operations, and cash flows for those periods indicated, and contain adequate disclosure to make the information presented not misleading. Adjustments included herein are of a normal, recurring nature unless otherwise disclosed in the Notes. The interim results for the periods indicated herein, however, do not reflect certain adjustments, such as the valuation of inventories on the LIFO cost basis, which can only be finally determined on an annual basis. The consolidated financial statements and related Notes included herein should be read in conjunction with the financial statements and Notes thereto included in the Company's latest Form 10-K in order to fully understand the basis of presentation. Results of operations for interim periods are not necessarily indicative of the results of operations for a full year.

**2. NEW ACCOUNTING GUIDANCE**

***Guidance Implemented***

**Business Combinations**

In December 2007, the FASB issued authoritative guidance to affirm that the acquisition method of accounting (previously referred to as the purchase method) be used for all business combinations and for an acquirer to be identified for each business combination. This guidance defines the acquirer as the entity that obtains control of one or more businesses in the business combination and establishes the acquisition date as the date that the acquirer achieves control. Among other requirements, the guidance requires the acquiring entity in a business combination to recognize at full fair value all the assets acquired and liabilities assumed in the transaction. If a business combination is achieved in stages, the previously-held ownership interest is adjusted to fair value at the acquisition date, and any resulting gain or loss is recognized in earnings. Contingent consideration is recognized at fair value at the acquisition date, and restructuring and acquisition-related costs are expensed as incurred. The fair value of assets and liabilities acquired, including uncertain tax positions, can be adjusted during the measurement period. Any adjustments after the measurement period, which cannot exceed one year, will be recognized in earnings. This guidance was effective for the Company beginning on 1 October 2009 and was applied prospectively. The adoption of this guidance did not have a material impact on the Company's consolidated financial statements.

**Noncontrolling Interests**

In December 2007, the FASB issued authoritative guidance that establishes the accounting and reporting standards for the noncontrolling interests in a subsidiary and for the deconsolidation of a subsidiary. It requires entities to report noncontrolling interests in subsidiaries separately within equity in the consolidated balance sheets. It also requires disclosure, on the face of the consolidated income statement, of the amounts of consolidated net income attributable to the parent and noncontrolling interests. Changes in a parent's ownership interests while the parent retains control are treated as equity transactions. If a parent loses control of a subsidiary, any retained noncontrolling interests would be measured at fair value with any gain or loss recognized in earnings. This guidance was effective for the Company on 1 October 2009 and was applied prospectively, except for the presentation and disclosure requirements related to noncontrolling interests, which were applied retrospectively for all periods presented. The Company's financial statements have been updated to reflect the new presentation. Prior year amounts have been reclassified to conform to the current year presentation.



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### **Fair Value Measurements**

In September 2006, the FASB issued authoritative guidance that defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. Effective 1 October 2008, the Company adopted this guidance for financial assets and liabilities and any other assets and liabilities that are recognized and disclosed at fair value on a recurring basis. The requirement for other nonfinancial assets and liabilities was effective on 1 October 2009 for the Company. This guidance did not impact the Company's consolidated financial statements upon adoption.

In January 2010, the FASB issued authoritative guidance on improving disclosures about fair value measurements. This guidance requires new disclosures about transfers in and out of Level 1 and 2 measurements and separate disclosures about activity relating to Level 3 measurements. In addition, this guidance clarifies existing fair value disclosures about the level of disaggregation and the input and valuation techniques used to measure fair value. The guidance only relates to disclosure and does not impact the Company's consolidated financial statements. The Company adopted this guidance in the second quarter of fiscal year 2010. There was no significant impact to the Company's disclosures upon adoption.

### ***New Guidance to Be Implemented***

#### **Employers' Disclosures about Postretirement Benefit Plan Assets**

In December 2008, the FASB issued authoritative guidance to require employers to provide additional disclosures about plan assets of a defined benefit or other postretirement plan. Disclosures include information about investment policies and strategies, classes of plan assets, the inputs and valuation techniques used to measure the fair value of plan assets, and significant concentrations of risk. This guidance is effective for the Company beginning with its fiscal year-end 2010. Upon initial application, this guidance is not required to be applied to earlier periods that are presented for comparative purposes. This guidance requires additional disclosure and will not have an impact on the Company's consolidated financial statements upon adoption.

#### **Consolidation of Variable Interest Entities**

In June 2009, the FASB issued authoritative guidance that amends previous guidance for determining whether an entity has a controlling financial interest in a variable interest entity (VIE). This determination identifies the primary beneficiary of a VIE as the entity that has the power to direct the activities of a VIE that most significantly impacts the VIE's economic performance, and the obligation to absorb losses or the right to receive benefits of the VIE that could potentially be significant to the VIE. In addition, ongoing reassessments of whether an enterprise is the primary beneficiary of a VIE are required. This guidance is effective for the Company beginning in fiscal year 2011. The adoption of this guidance is not expected to have a material impact on the Company's consolidated financial statements.

#### **Multiple-Deliverable Revenue Arrangements**

In October 2009, the FASB issued authoritative guidance on multiple-deliverable revenue arrangements. This new guidance amends the existing criteria for separating consideration received in multiple-deliverable arrangements and requires that arrangement consideration be allocated at the inception of the arrangement to all deliverables based on their relative selling price. The guidance establishes a hierarchy for determining the selling price of a deliverable which is based on vendor-specific objective evidence, third-party evidence, or management estimates. Expanded disclosures related to multiple-deliverable revenue arrangements are also required. This guidance is effective for the Company beginning fiscal year 2011, with early adoption permitted. Upon adoption, the guidance may be applied either prospectively from the beginning of the fiscal year for new or materially modified arrangements, or it may be applied retrospectively. The adoption of this guidance is not expected to have a material impact on the Company's consolidated financial statements.

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**3. AIRGAS TRANSACTION**

In February 2010, the Company commenced a tender offer to acquire all the outstanding common stock of Airgas, Inc. (Airgas), including the associated preferred stock purchase rights, for \$60.00 per share in cash. Airgas, a Delaware company, is the largest U.S. distributor of industrial, medical, specialty gases, and hardgoods. On 8 July 2010, the Company increased the value of its tender offer to \$63.50 per share. The total value of the transaction approximates \$7.3 billion, including \$5.5 billion of equity and \$1.8 billion of assumed debt. The offer and withdrawal rights are scheduled to expire on 13 August 2010, unless further extended.

Prior to the tender offer, the Company purchased approximately 1.5 million shares of Airgas stock for \$69.6. This amount was recorded as an available-for-sale investment within other noncurrent assets on the consolidated balance sheet. For the nine months ended 30 June 2010, an after-tax unrealized holding gain of \$15.4 was recorded in other comprehensive income within total equity on the consolidated balance sheet.

In connection with this tender offer, the Company has secured committed financing in the form of a \$6.7 billion term loan credit facility. Borrowings under this credit facility will be available beginning on the date of the consummation of the tender offer, which must occur no later than 4 February 2011. All borrowings under this credit facility will mature on the date that is one year from the consummation of the tender offer. The credit facility agreement contains one financial covenant, a maximum leverage ratio, and other affirmative and negative covenants, including restrictions on liens and certain subsidiary indebtedness. It also requires mandatory commitment reduction/prepayment for certain capital market transactions and asset dispositions. Fees incurred to secure this credit facility have been deferred and are being amortized over the term of the arrangement.

For the three and nine months ended 30 June 2010, \$37.9 (\$23.7 after-tax, or \$.11 per share) and \$61.3 (\$38.3 after-tax, or \$.18 per share), respectively, in expense was recognized related to this transaction and is included within acquisition-related costs on the consolidated income statement. This includes amortization of the fees related to the term loan credit facility and other acquisition-related costs. Total costs of this transaction are expected to be approximately \$150 to \$200.

**4. BUSINESS COMBINATIONS**

In the second quarter of 2010, the Company entered into agreements that will enable it to acquire 100% of the outstanding shares of the French SAGA group (SAGA) which consists of SAGA, SAGA Medical, and SAGA Technologies. SAGA is an independent industrial gas provider in France with packaged gases, liquid bulk, and medical businesses. The acquisition of SAGA supports the Merchant Gases segment's integration strategy by enhancing market position in Southwest and Central France. SAGA revenues for calendar year 2009 were approximately \$25 million, or \$35.

Under the terms of these agreements, the Company purchased 51.47% of the shares of SAGA on 1 March 2010 for \$34.5 million or \$47.2 (\$25.0 net of cash acquired of \$22.2). The remaining shares are expected to be purchased in November 2010 for a fixed price of \$44.8 million, or approximately \$55, under a put and call option structure. This structure has been accounted for as a financing of the purchase of the remaining shares and reported within short-term borrowings on the consolidated balance sheet.

The acquisition of SAGA was accounted for as a business combination and its results of operations were included in the Company's consolidated income statement after the acquisition date. A preliminary purchase price allocation has been made and will be finalized when information needed to affirm underlying estimates is obtained. The preliminary estimated values, as of the acquisition date included identified intangibles of \$42.3, plant and equipment of \$40.4, goodwill of \$36.7 (which is deductible for tax purposes), and other net assets of \$11.3. Additionally, deferred tax liabilities of \$22.7 were recognized. The identified intangibles primarily relate to customer relationships and will be amortized over 23 years.

The preliminary allocation of the purchase price to the assets acquired and liabilities assumed was based on their fair values as of the acquisition date, with the amounts exceeding the fair value recorded as goodwill. Goodwill, which is assigned to the Merchant Gases segment, largely consists of expected revenue and cost synergies resulting from the business combination. Revenue synergies will result primarily from the sale of differentiated offerings and cost synergies from combining supply chains and optimization of the combined logistics. The fair value of plant and equipment was quantified primarily using a

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cost approach, by estimating reproduction/replacement cost consistent with assumptions market participants would use. Intangible assets consisted primarily of customer relationships for which fair value was determined using a discounted cash flow analysis under the income approach. The income approach required estimating a number of factors including projected revenue growth, customer attrition rates, profit margin, and the discount rate. The remaining identifiable assets and liabilities were primarily cash, accounts receivable, and payables and accrued liabilities, for which book value approximated fair value.

**5. GLOBAL COST REDUCTION PLAN**

In the third quarter of 2009, the results from continuing operations included a charge of \$124.0 (\$84.2 after-tax, or \$.39 per share) for the global cost reduction plan. For the nine months ended 30 June 2009, the results included a total global cost reduction plan charge of \$298.2 (\$200.3 after-tax, or \$.94 per share). For additional information on this charge, refer to the Company's 2009 Form 10-K.

During the first quarter of 2010, the Company revised its estimate of the costs associated with the 2009 global cost reduction plan. The unfavorable impact of additional severance and other benefits was offset by a favorable variance related to completed business exits and asset management actions. This adjustment to the charge was excluded from segment operating profit and did not have a material impact on any individual segment.

As of 30 June 2010, the planned actions associated with the global cost reduction plan were substantially completed with the exception of certain benefit payments and finalization of the sale of a facility. The majority of the remaining benefit payments will be paid during the fourth quarter of 2010. Additionally, the Company anticipates completing the planned sale of the facility by the end of the calendar year.

The following table summarizes changes to the carrying amount of the accrual for the global cost reduction plan:

	Asset		
	Severance and Other Benefits	Impairments/ Other Costs	Total
First quarter 2009 charge	\$ 120.0	\$ 54.2	\$ 174.2
Third quarter 2009 charge	90.0	34.0	124.0
Environmental charge <sup>(A)</sup>		(16.0)	(16.0)
Noncash items	(33.8) <sup>(B)</sup>	(66.1)	(99.9)
Cash expenditures	(75.3)	(.9)	(76.2)
Currency translation adjustment	4.3		4.3
<b>30 September 2009</b>	<b>\$105.2</b>	<b>\$ 5.2</b>	<b>\$110.4</b>
First quarter 2010 adjustment to charge	6.6	(6.6)	
Environmental charge <sup>(A)</sup>		1.5	1.5
Noncash items	(2.8) <sup>(B)</sup>	.1	(2.7)
Cash expenditures	(87.3)	(.2)	(87.5)
Currency translation adjustment	(5.7)		(5.7)
<b>30 June 2010</b>	<b>\$ 16.0</b>	<b>\$</b>	<b>\$ 16.0</b>

<sup>(A)</sup> Reflected in accrual for environmental obligations. See Note 12.

<sup>(B)</sup> Primarily pension-related costs which are reflected in the accrual for pension benefits.

**6. DISCONTINUED OPERATIONS**

In fiscal 2009, the Company completed the divestiture of its U.S. Healthcare business which has been accounted for as discontinued operations. For additional historical information on this divestiture, refer to the Company's 2009 Form 10-K.

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In the first half of 2009, the Company recorded an impairment charge of \$48.7 (\$30.9 after-tax, or \$.15 per share) reflecting a revision in the estimated net realizable value of the business. Also, tax benefits of \$25.5, or \$.12 per share, were recorded to revise the estimated tax benefit associated with the total impairment charges recorded.

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During the third quarter of 2009, the Company sold more than half of its remaining U.S. Healthcare business for cash proceeds of \$38.1. The Company recognized an after-tax gain of \$.3 resulting from the sale combined with adjustments to the net realizable value of the remaining businesses.

The U.S. Healthcare business generated sales of \$25.2 and \$117.3 and loss from operations, net of tax, of \$2.1 and \$2.0 for the three and nine months ended 30 June 2009, respectively. Remaining assets and liabilities associated with the U.S. Healthcare divestiture are not material and have been classified in continuing operations.

**7. INVENTORIES**

The components of inventories are as follows:

	30 June 2010	30 September 2009
<b>Inventories at FIFO Cost</b>		
Finished goods	\$377.1	\$405.5
Work in process	26.3	20.9
Raw materials and supplies	163.5	151.1
	566.9	577.5
Less: Excess of FIFO cost over LIFO cost	(67.7)	(67.9)
	\$499.2	\$509.6

FIFO cost approximates replacement cost. The Company's inventories have a high turnover, and as a result, there is little difference between the original cost of an item and its current replacement cost.

**8. GOODWILL**

Changes to the carrying amount of consolidated goodwill by segment for the nine months ended 30 June 2010 are as follows:

	30 September 2009	Acquisitions and Adjustments	Currency Translation	30 June 2010
Merchant Gases	\$601.3	\$20.1	\$(85.0)	\$536.4
Tonnage Gases	16.3	(.9)	(1.7)	13.7
Electronics and Performance Materials	298.4	.3	(6.3)	292.4
	\$916.0	\$19.5	\$(93.0)	\$842.5

The increase in goodwill in the Merchant Gases segment was primarily due to the SAGA acquisition of \$36.7 during the second quarter of 2010, offset by a reduction in goodwill as a result of an adjustment related to a previous acquisition of \$16.9.

Goodwill is subject to impairment testing at least annually. In addition, goodwill is tested more frequently if a change in circumstances or the occurrence of events indicates that potential impairment exists.

**9. FINANCIAL INSTRUMENTS****Currency Price Risk Management**



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The Company's earnings, cash flows, and financial position are exposed to foreign currency risk from foreign currency denominated transactions and net investments in foreign operations. It is the policy of the Company to minimize its cash flow volatility to changes in currency exchange rates. This is accomplished by identifying and evaluating the risk that the Company's cash flows will change in value due to changes in exchange rates and by determining the appropriate strategies necessary to manage such exposures. The Company's objective is to maintain economically balanced currency risk management strategies that provide adequate downside protection.

**Table of Contents****Forward Exchange Contracts**

The Company enters into forward exchange contracts to reduce the cash flow exposure to foreign currency fluctuations associated with highly anticipated cash flows and certain firm commitments such as the purchase of plant and equipment. Forward exchange contracts are also used to hedge the value of investments in certain foreign subsidiaries and affiliates by creating a liability in a currency in which the Company has a net equity position. The primary currency pair in this portfolio of forward contracts is the Euro/U.S. Dollar.

In addition to the foreign exchange contracts that are designated as hedges, the Company also hedges foreign currency exposures utilizing forward exchange contracts that are not designated as hedges. These contracts are used to hedge foreign currency-denominated monetary assets and liabilities, primarily working capital. The primary objective of these forward contracts is to protect the value of foreign currency-denominated monetary assets and liabilities from the effects of volatility in foreign exchange rates that might occur prior to their receipt or settlement. This portfolio of forward exchange contracts is comprised of many different foreign currency pairs with a profile that changes from time to time depending on business activity and sourcing decisions.

**Option Contracts**

In certain limited situations, the Company enters into option contracts to manage cash flow exposures to foreign currency fluctuations. Similar to forward contracts, these instruments are evaluated for hedge accounting treatment and are recognized on the balance sheet at fair value. As of 30 June 2010 and 30 September 2009, there were no outstanding option contracts.

The table below summarizes the Company's outstanding currency price risk management instruments:

	30 June 2010		30 September 2009	
	US\$ Notional	Average Maturity	US\$ Notional	Average Maturity
<b>Forward exchange contracts:</b>				
Cash flow hedges	\$1,944.9	.4	\$1,799.3	.8
Net investment hedges	598.7	3.2	873.6	3.5
Fair value hedges			2.7	.4
Hedges not designated	1,028.3	.1	330.3	.6
<b>Total Forward Exchange Contracts</b>	<b>\$3,571.9</b>	<b>.8</b>	<b>\$3,005.9</b>	<b>1.6</b>

In addition to the above, the Company uses foreign currency denominated debt and qualifying intercompany loans to hedge the foreign currency exposures of the Company's net investment in certain foreign affiliates. The designated foreign currency denominated debt includes

785.9 million at 30 June and 1,013.0 million at 30 September 2009. The designated intercompany loans include 437.0 million at 30 June 2010 and 30 September 2009.

**Debt Portfolio Management**

It is the policy of the Company to identify on a continuing basis the need for debt capital and evaluate the financial risks inherent in funding the Company with debt capital. Reflecting the result of this ongoing review, the debt portfolio and hedging program of the Company are managed with the objectives and intent to (1) reduce funding risk with respect to borrowings made by the Company to preserve the Company's access to debt capital and provide debt capital as required for funding and liquidity purposes, and (2) manage the aggregate interest rate risk and the debt portfolio in accordance with certain debt management parameters.

**Interest Rate Swap Contracts**

The Company enters into interest rate swap contracts to change the fixed/variable interest rate mix of its debt portfolio in order to maintain the percentage of fixed- and variable-rate debt within the parameters set by management. In accordance with these parameters, the agreements are used to optimize interest rate risks and costs inherent in the Company's debt portfolio. The current interest rate swap portfolio consists of fixed to floating swaps denominated in U.S. dollars and in Euros. In addition, the Company uses interest rate swap agreements to hedge the interest rate

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on anticipated fixed-rate debt issuance. The notional amount of the interest rate swap agreements are equal to or less than the designated debt instrument being hedged. When interest rate swaps are used, the indices of the swap instruments and the debt to which they are designated are the same. It is the Company's policy not to enter into any interest rate swap contracts which lever a move in interest rates on a greater than one-to-one basis.

**Table of Contents****Cross Currency Interest Rate Swap Contracts**

The Company enters into cross currency interest rate swap contracts when risk management deems necessary. These contracts may entail both the exchange of fixed- and floating-rate interest payments periodically over the life of the agreement and the exchange of one currency for another currency at inception and at a specified future date. These contracts effectively convert the currency denomination of a debt instrument into another currency in which the Company has a net equity position while changing the interest rate characteristics of the instrument. The contracts are used to hedge long-term intercompany and third-party borrowing transactions and certain net investments in foreign operations. The current cross currency swap portfolio consists of a single fixed to fixed swap between U.S. dollars and British Pound Sterling.

The following table summarizes the Company's outstanding interest rate swaps and cross currency interest rate swaps:

	30 June 2010				30 September 2009			
	US\$ Notional	Pay %	Average Receive %	Years Average Maturity	US\$ Notional	Pay %	Average Receive %	Years Average Maturity
Interest rate swaps (fair value hedge)	\$ 603.7	LIBOR	3.65%	4.0	\$ 327.2	LIBOR	4.47%	1.7
Cross currency interest rate swaps (net investment hedge)	\$ 32.2	5.54%	5.48%	3.7	\$ 32.2	5.54%	5.48%	4.5

**Commodity Price Risk Management**

The Company has entered into a limited number of commodity swap contracts in order to reduce the cash flow exposure to changes in the price of natural gas relative to certain oil-based feedstocks. As of 30 June 2010, the Company did not have outstanding commodity swap contracts. At 30 September 2009, the Company had outstanding contracts with a notional value of \$18.5 and with an average maturity of .2 years.

The table below summarizes the fair value and balance sheet location of the Company's outstanding derivatives:

	Balance Sheet	30 June	30 September	Balance Sheet	30 June	30 September
	Location	2010 Fair Value	2009 Fair Value	Location	2010 Fair Value	2009 Fair Value
<b>Derivatives Designated as Hedging Instruments:</b>						
Foreign exchange contracts	Other receivables	\$ 88.6	\$ 48.8	Accrued liabilities	\$ 72.6	\$ 55.1
Interest rate swap contracts	Other receivables	2.5		Accrued liabilities	.1	.4
Commodity swap contracts	Other receivables		4.3	Accrued liabilities		2.4
Foreign exchange contracts	Other noncurrent assets	68.8	10.0	Other noncurrent liabilities	2.2	45.4
Interest rate swap contracts	Other noncurrent assets	28.3	15.1	Other noncurrent liabilities	1.5	3.0
<b>Total Derivatives Designated as Hedging Instruments</b>		<b>\$ 188.2</b>	<b>\$ 78.2</b>		<b>\$ 76.4</b>	<b>\$ 106.3</b>
<b>Derivatives Not Designated as Hedging Instruments:</b>						
Foreign exchange contracts	Other receivables	\$ 5.8	\$ 1.0	Accrued liabilities	\$ 31.0	\$ 3.4
<b>Total Derivatives</b>		<b>\$ 194.0</b>	<b>\$ 79.2</b>		<b>\$ 107.4</b>	<b>\$ 109.7</b>



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Refer to Note 10, Fair Value Measurements, which defines fair value, describes the method for measuring fair value, provides additional disclosures regarding fair value measurements, and discusses the Company's counterparty risk.

The table below summarizes the gain or loss related to the Company's cash flow, net investment, and non-designated hedges. The amounts of gain or loss associated with the outstanding fair value hedges are not material.

	Three Months Ended 30 June							
	Forward		Foreign Currency		Other <sup>(A)</sup>		Total	
	Exchange Contracts		Debt					
	2010	2009	2010	2009	2010	2009	2010	2009
<b>Cash Flow Hedges:</b>								
Net (gain) loss recognized in OCI (effective portion)	\$ 16.0	\$ (4.6)	\$	\$	\$	\$ (5.2)	\$ 16.0	\$ (9.8)
Net gain (loss) reclassified from OCI to sales/cost of sales (effective portion)	(.7)	1.3				1.2	(.7)	2.5
Net gain (loss) reclassified from OCI to other (income) expense (effective portion)	(15.1)	1.7					(15.1)	1.7
Net gain (loss) reclassified from OCI to other (income) expense (ineffective portion)	.1	.2					.1	.2
<b>Net Investment Hedges:</b>								
Net (gain) loss recognized in OCI	\$ (53.7)	\$ 29.8	\$ (117.0)	\$ 59.6	\$ (.4)	\$ 3.1	\$ (171.1)	\$ 92.5
<b>Derivatives Not Designated as Hedging Instruments:</b>								
Net (gain) loss recognized in other (income) expense <sup>(B)</sup>	\$ (.4)	2.7	\$	\$	\$	\$	\$ (.4)	\$ 2.7
	Nine Months Ended 30 June							
	Forward		Foreign Currency		Other <sup>(A)</sup>		Total	
	Exchange Contracts		Debt					
	2010	2009	2010	2009	2010	2009	2010	2009
<b>Cash Flow Hedges:</b>								
Net (gain) loss recognized in OCI (effective portion)	\$ 25.1	\$ 8.5	\$	\$	\$ .2	\$ (5.4)	\$ 25.3	\$ 3.1
Net gain (loss) reclassified from OCI to sales/cost of sales (effective portion)	(5.6)	(2.2)			2.0	3.6	(3.6)	1.4
Net gain (loss) reclassified from OCI to other (income) expense (effective portion)	(19.8)	(4.2)					(19.8)	(4.2)
Net gain (loss) reclassified from OCI to other (income) expense (ineffective portion)	(.1)	.1					(.1)	.1
<b>Net Investment Hedges:</b>								
Net (gain) loss recognized in OCI	\$ (89.3)	\$ 8.7	\$ (236.0)	\$ (14.8)	\$ (1.3)	\$ (1.7)	\$ (326.6)	\$ (7.8)
<b>Derivatives Not Designated as Hedging Instruments:</b>								
Net (gain) loss recognized in other (income) expense <sup>(B)</sup>	\$ (3.9)	\$ 4.6	\$	\$	\$	\$	\$ (3.9)	\$ 4.6

<sup>(A)</sup> Other includes the impact on other comprehensive income (OCI) and earnings related to commodity swap contracts, interest rate swaps, and currency option contracts.

<sup>(B)</sup> The impact of the non-designated hedges noted above was largely offset by gains and losses, respectively, resulting from the impact of changes in exchange rates on recognized assets and liabilities denominated in nonfunctional currencies.

**Credit Risk-Related Contingent Features**

Certain derivative instruments are executed under agreements that require the Company to maintain a minimum credit rating with both Standard & Poor's and Moody's. If the Company's credit rating falls below this threshold, the counterparty to the derivative instruments has the right to request full collateralization on the derivatives' net liability position. The net liability position of derivatives with credit risk-related

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contingent features was \$29.0 as of 30 June 2010 and \$35.0 as of 30 September 2009. Because the Company's current credit rating is above the various pre-established thresholds, no collateral has been posted on these liability positions.

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### **Counterparty Credit Risk Management**

The Company executes all derivative transactions with counterparties that are highly rated financial institutions all of which are investment grade at this time. Some of the Company's underlying derivative agreements give the Company the right to require the institution to post collateral if its credit rating falls below the pre-established thresholds with Standard & Poor's or Moody's. These are the same agreements referenced in Credit Risk-Related Contingent Features above. The collateral that the counterparties would be required to post was \$104.7 as of 30 June 2010 and \$14.7 as of 30 September 2009. No financial institution is required to post collateral at this time, as all have credit ratings at or above the threshold.

## **10. FAIR VALUE MEASUREMENTS**

Fair value is defined as an exit price (i.e., the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date). The methods and assumptions used to measure the fair value of financial instruments are as follows:

### **Derivatives**

The fair value of the Company's interest rate swap agreements and foreign exchange contracts are quantified using the income approach and are based on estimates using standard pricing models. These models take into account the value of future cash flows as of the balance sheet date, discounted to a present value using discount factors that match both the time to maturity and currency of the underlying instruments. The computation of the fair values of these instruments is generally performed by the Company. These standard pricing models utilize inputs which are derived from or corroborated by observable market data such as interest rate yield curves and currency spot and forward rates. In addition, on an ongoing basis, the Company randomly tests a subset of its valuations against valuations received from the transaction's counterparty to validate the accuracy of its standard pricing models. The fair value of commodity swaps is based on current market price as provided by the financial institutions with which the commodity swaps have been executed. Counterparties to these derivative contracts are highly rated financial institutions.

Refer to Note 9 on Financial Instruments for a description of derivative instruments, including details on the balance sheet line item classifications.

### **Available-for-Sale Securities**

The fair value of available-for-sale securities is based on a market approach, specifically quoted market prices in publicly traded companies from the New York Stock Exchange, NASDAQ, and Tokyo Stock Exchange. These investments are reported within other noncurrent assets on the consolidated balance sheet, with holding gains and losses recorded to other comprehensive income, net of tax, within total equity.

The investment in Airgas stock of \$93.8 represents approximately 1.5 million common shares as discussed in Note 3 on the Airgas Transaction. Other investments primarily include an investment in a publicly traded foreign company.

### **Long-term Debt**

The fair value of the Company's debt is based on estimates using standard pricing models that take into account the value of future cash flows as of the balance sheet date, discounted to a present value using discount factors that match both the time to maturity and currency of the underlying instruments. These standard valuation models utilize observable market data such as interest rate yield curves and currency spot rates. The computation of the fair value of these instruments is generally performed by the Company.



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The carrying values and fair values of financial instruments were as follows:

	30 June 2010		30 September 2009	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Assets</b>				
Derivatives				
Foreign exchange contracts	\$ 163.2	\$ 163.2	\$ 59.8	\$ 59.8
Interest rate swap contracts	30.8	30.8	15.1	15.1
Commodity swap contracts			4.3	4.3
Available-for-sale securities				
Airgas investment	93.8	93.8		
Other investments	18.0	18.0	19.4	19.4
<b>Liabilities</b>				
Derivatives				
Foreign exchange contracts	\$ 105.8	\$ 105.8	\$ 103.9	\$ 103.9
Interest rate swap contracts	1.6	1.6	3.4	3.4
Commodity swap contracts			2.4	2.4
Long-term debt, including current portion	3,846.8	4,105.2	4,167.7	4,479.5

The carrying amounts reported in the balance sheet for cash and cash items, trade receivables, payables and accrued liabilities, accrued income taxes, and short-term borrowings approximate fair value due to the short-term nature of these instruments. Accordingly, these items have been excluded from the above table.

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels as follows:

- Level 1 Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 Inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the asset or liability.
- Level 3 Inputs that are unobservable for the asset or liability based on the Company's own assumptions (about the assumptions market participants would use in pricing the asset or liability).

The following table summarizes assets and liabilities measured at fair value on a recurring basis in the consolidated balance sheets:

30 June 2010	Total	Level 1	Level 2	Level 3
<b>Assets at Fair Value</b>				
Derivatives				
Foreign exchange contracts	\$ 163.2	\$	\$ 163.2	\$
Interest rate swap contracts	30.8		30.8	
Available-for-sale securities				
Airgas investment	93.8	93.8		
Other investments	18.0	18.0		
Total Assets at Fair Value	\$ 305.8	\$ 111.8	\$ 194.0	\$
<b>Liabilities at Fair Value</b>				
Derivatives				
Foreign exchange contracts	\$ 105.8	\$	\$ 105.8	\$
Interest rate swap contracts	1.6		1.6	
Total Liabilities at Fair Value	\$ 107.4	\$	\$ 107.4	\$

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Refer to Note 1 in the Company's 2009 Form 10-K and Note 9 in this quarterly filing for additional information on the Company's accounting and reporting of the fair value of financial instruments.

**11. RETIREMENT BENEFITS**

The components of net pension cost for the defined benefit pension plans and other postretirement benefit cost for the three and nine months ended 30 June 2010 and 2009 were as follows:

	Pension Benefits				Other Benefits	
	2010		2009		2010	2009
Three Months Ended 30 June	U.S.	International	U.S.	International		
Service cost	\$ 10.6	\$ 5.7	\$ 8.5	\$ 6.7	\$ 1.2	\$ .8
Interest cost	30.9	14.3	31.1	15.1	1.1	1.7
Expected return on plan assets	(41.1)	(15.3)	(37.0)	(13.5)		
Prior service cost (credit) amortization	.7	.1	.7	.3		(.3)
Actuarial loss amortization	11.7	4.7	1.5	2.3	.7	(.1)
Settlement and curtailment charges	5.8	.5	8.0	3.8		
Special termination benefits	(.7)		2.8	11.6		
Other		.2		.4		
Net periodic benefit cost	\$ 17.9	\$ 10.2	\$ 15.6	\$ 26.7	\$ 3.0	\$ 2.1

	Pension Benefits				Other Benefits	
	2010		2009		2010	2009
Nine Months Ended 30 June	U.S.	International	U.S.	International		
Service cost	\$ 31.8	\$ 17.9	\$ 25.5	\$ 19.5	\$ 3.6	\$ 3.1
Interest cost	92.7	45.3	93.0	44.2	3.3	4.8
Expected return on plan assets	(123.3)	(48.2)	(109.5)	(39.6)		
Prior service cost (credit) amortization	2.1	.5	1.9	1.1		(1.0)
Actuarial loss amortization	35.1	14.7	4.5	6.7	2.1	.2
Settlement and curtailment charges	5.8	.5	8.0	3.8		
Special termination benefits	(.7)	3.5	7.2	21.8		
Other		2.1		1.2		
Net periodic benefit cost	\$ 43.5	\$ 36.3	\$ 30.6	\$ 58.7	\$ 9.0	\$ 7.1

Special termination benefits for the three and nine months ended 30 June 2010 included \$(.7) and \$2.8 for the global cost reduction plan, respectively. Special termination benefits for the three and nine months ended 30 June 2009 included \$14.4 and \$28.5 for the global cost reduction plan, respectively. The global cost reduction charge for the third quarter of 2009 also included \$3.8 for curtailment losses related to the U.K. pension plans.

For the nine months ended 30 June 2010 and 2009, the Company's cash contributions to funded plans and benefit payments under unfunded plans were \$348.2 and \$169.5, respectively. Total contributions for fiscal 2010 are expected to be approximately \$375. During fiscal 2009, total contributions were \$184.8.

The Company's supplemental pension plan provides for a lump sum benefit payment option at the time of retirement, or for corporate officers six months after the participant's retirement date. The Company recognizes pension settlements when payments exceed the sum of service and interest cost components of net periodic pension cost of the plan for the fiscal year. A settlement loss is recognized when the pension obligation is settled. The Company recognized a \$6.3 (\$3.9 after-tax, or \$.02 per share) charge in the third quarter of 2010. A similar amount of additional settlement losses is expected to be recognized in the fourth quarter of 2010. In the third quarter of 2009, the Company recognized a settlement charge of \$8.0 (\$5.0 after-tax, or \$.02 per share).

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**12. COMMITMENTS AND CONTINGENCIES**

**Litigation**

The Company is involved in various legal proceedings, including competition, environmental, health, safety, product liability, and insurance matters. During the third quarter of 2008, a unit of the Brazilian Ministry of Justice issued a report (previously issued in January 2007, and then withdrawn) on its investigation of the Company's Brazilian subsidiary, Air Products Brasil Ltda., and several other Brazilian industrial gas companies. The report recommended that the Brazilian Administrative Council for Economic Defense impose sanctions on Air Products Brasil Ltda. and the other industrial gas companies for alleged anticompetitive activities. The Company is actively defending this action and cannot, at this time, reasonably predict the ultimate outcome of the proceedings or sanctions, if any, that will be imposed. Additionally, it is not possible to make a reasonable estimate of the range of loss at this time. While the Company does not expect that any sums it may have to pay in connection with this or any other legal proceeding would have a materially adverse effect on its consolidated financial position or net cash flows, a future charge for regulatory fines or damage awards could have a significant impact on the Company's net income in the period in which it is recorded.

**Put Option Agreements**

In 2008, the Company entered into a put option agreement to purchase the remaining noncontrolling interest in Cryoservice Limited (CSL), a cryogenic and specialty gases company in the U.K. The Company increased its ownership at that time from 25% to 72%. Put options were issued which gave the noncontrolling shareholders the right to require the Company to purchase their shares in CSL. The options were effective beginning January 2010 and are exercisable only within a 20-day option period each year. The option price is based on a multiple of earnings formula.

In June 2010, the Company entered into agreements obligating it to purchase 25% of the remaining shares of CSL. The agreements require the consideration, which is based on a multiple of earnings formula, to be remitted in January 2012. A noncurrent liability of \$39.8 was recorded on the consolidated balance sheet for this obligation. The share sale agreements effectively terminate the option agreements. Refer to Note 15 for further information.

**Environmental**

Accruals for environmental loss contingencies are recorded when it is probable that a liability has been incurred and the amount of loss can be reasonably estimated. The consolidated balance sheets at 30 June 2010 and 30 September 2009 included an accrual of \$88.5 and \$95.0, respectively, primarily as part of other noncurrent liabilities. The environmental liabilities will be paid over a period of up to 30 years. The Company estimates the exposure for environmental loss contingencies to range from \$88 to a reasonably possible upper exposure of \$102 as of 30 June 2010.

During the first quarter of 2009, management committed to a plan to sell the production facility in Paulsboro, New Jersey and recognized a \$16.0 environmental liability associated with this site. In December 2009, the Company completed the sale of this facility. The Company is required by the New Jersey state law to investigate and, if contaminated, remediate a site upon its sale. The Company estimates that it will take at least several years to complete the investigation/remediation efforts at this site.

Refer to Note 16 to the consolidated financial statements in the Company's 2009 Form 10-K for information on the Company's environmental accruals related to the Pace, Florida, Piedmont, S.C., and Paulsboro, N.J. facilities. At 30 June 2010, the accrual balances associated with the Pace, Florida, Piedmont, S.C., and Paulsboro, N.J. facilities totaled \$36.9, \$21.8, and \$14.1, respectively.

**Table of Contents****13. SHARE-BASED COMPENSATION**

The Company has various share-based compensation programs, which include stock options, deferred stock units, and restricted shares. During the nine months ended 30 June 2010, the Company granted 1.0 million stock options at a weighted-average exercise price of \$83.60 and an estimated fair value of \$25.94 per option. The fair value of these options was estimated using a lattice-based option valuation model that used the following assumptions: expected volatility of 32.6%; expected dividend yield of 2.1%; expected life in years of 6.7-8.0; and a risk-free interest rate of 2.9%-3.3%. In addition, the Company granted 302,897 deferred stock units at a weighted-average grant-date fair value of \$82.94 and 30,886 restricted shares at a weighted-average grant-date fair value of \$83.60. Refer to Note 18 in the Company's 2009 Form 10-K for information on the valuation and accounting for these programs.

Share-based compensation cost charged against income in the three and nine months ended 30 June 2010 was \$13.9 (\$8.9 after-tax) and \$36.6 (\$23.0 after-tax), respectively. Of the share-based compensation cost recognized, \$28.0 was a component of selling and administrative expense, \$6.8 a component of cost of sales, and \$1.8 a component of research and development. Share-based compensation cost charged against income in the three and nine months ended 30 June 2009 was \$15.0 (\$9.2 after-tax) and \$45.1 (\$27.7 after-tax), respectively. The amount of share-based compensation cost capitalized in 2010 and 2009 was not material.

**14. EQUITY**

The following is a summary of the changes in total equity for the three and nine months ended 30 June:

	Three Months Ended 30 June					
	2010			2009		
	Air	controlling	Total	Air	controlling	Total
	Products	Interests	Equity	Products	Interests	Equity
Balance at 31 March	\$ 5,265.6	\$ 152.7	\$ 5,418.3	\$ 4,638.1	\$ 126.7	\$ 4,764.8
Net Income	253.2	8.1	261.3	113.2	4.8	118.0
Components of Other Comprehensive Income						
(Loss), net of tax:						
Translation adjustments, net of tax (benefit) of \$54.5						
and \$(30.5)	(193.3)	(2.4)	(195.7)	253.4	5.4	258.8
Net gain (loss) on derivatives, net of tax (benefit) of						
\$(9.7) and \$5.0	(16.0)		(16.0)	9.8		9.8
Unrealized holding gain (loss) on available-for-sale						
securities, net of tax (benefit) of \$(1.2) and \$1.5	(2.0)		(2.0)	2.6		2.6
Pension and postretirement benefits, net of tax (benefit) of \$2.6 and \$(13.6)	4.1		4.1	(22.7)		(22.7)
Reclassification adjustments:						
Currency translation adjustments	(.7)		(.7)			
Derivatives, net of tax (benefit) of \$9.4 and \$(2.4)	15.7		15.7	(4.4)		(4.4)
Pension and postretirement benefits, net of tax of \$8.7 and \$4.7	16.1		16.1	8.7	(.1)	8.6
Total Other Comprehensive Income (Loss)	(176.1)	(2.4)	(178.5)	247.4	5.3	252.7
Comprehensive Income (Loss)	77.1	5.7	82.8	360.6	10.1	370.7
Dividends on common stock (per share \$.49, \$.45)	(104.1)		(104.1)	(94.6)		(94.6)
Dividends to noncontrolling interests		(9.2)	(9.2)		(2.2)	(2.2)
Share-based compensation expense	13.9		13.9	15.0		15.0
Issuance of treasury shares for stock option and award plans	5.4		5.4	7.0		7.0

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Tax benefits of stock option and award plans	2.2		2.2	2.9		2.9
Purchase of noncontrolling interests	(29.0)	(10.8)	(39.8)			
Contribution from noncontrolling interests		1.8	1.8			
Other equity transactions	.3	.3	.6	(.7)		(.7)
Balance at 30 June	\$ 5,231.4	\$ 140.5	\$ 5,371.9	\$ 4,928.3	\$ 134.6	\$ 5,062.9

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	Nine Months Ended 30 June					
	2010 Non-			2009 Non-		
	Air Products	controlling Interests	Total Equity	Air Products	controlling Interests	Total Equity
Balance at 30 September	\$4,791.9	\$138.1	\$4,930.0	\$5,030.7	\$136.2	\$5,166.9
Defined benefit plans measurement date change, net of tax of \$14.0				27.7		27.7
Adjusted Balance at 30 September	\$4,791.9	\$138.1	\$4,930.0	\$5,058.4	\$136.2	\$5,194.6
Net Income	757.0	19.5	776.5	387.4	11.4	398.8
Components of Other Comprehensive Income (Loss), net of tax:						
Translation adjustments, net of tax (benefit) of \$106.8 and \$(25.8)	(124.4)	(2.1)	(126.5)	(281.5)	(3.2)	(284.7)
Net (loss) on derivatives, net of tax (benefit) of \$(14.5) and \$(1.1)	(25.3)		(25.3)	(3.0)	(.1)	(3.1)
Unrealized holding gain (loss) on available-for-sale securities, net of tax of \$8.4 and \$1.1	14.5		14.5	1.8		1.8
Pension and postretirement benefits, net of tax (benefit) of \$2.6 and \$(13.6)	4.1		4.1	(22.7)		(22.7)
Reclassification adjustments:						
Currency translation adjustment	(.7)		(.7)	(3.2)		(3.2)
Derivatives, net of tax of \$13.1 and \$.9	23.5		23.5	2.7		2.7
Pension and postretirement benefits, net of tax of \$21.3 and \$7.3	39.6	.2	39.8	15.8	(1.5)	14.3
Total Other Comprehensive Income (Loss)	(68.7)	(1.9)	(70.6)	(290.1)	(4.8)	(294.9)
Comprehensive Income (Loss)	688.3	17.6	705.9	97.3	6.6	103.9
Dividends on common stock (per share \$1.43, \$1.34)	(303.6)		(303.6)	(281.2)		(281.2)
Dividends to noncontrolling interests		(18.1)	(18.1)		(7.8)	(7.8)
Share-based compensation expense	36.6		36.6	45.1		45.1
Issuance of treasury shares for stock option and award plans	32.1		32.1	4.0		4.0
Tax benefits of stock option and award plans	16.7		16.7	6.4		6.4
Purchase of noncontrolling interests	(29.0)	(10.8)	(39.8)			
Contribution from noncontrolling interests		13.4	13.4			
Other equity transactions	(1.6)	.3	(1.3)	(1.7)	(.4)	(2.1)
Balance at 30 June	\$5,231.4	\$140.5	\$5,371.9	\$4,928.3	\$134.6	\$5,062.9

**15. NONCONTROLLING INTERESTS**

In June 2010, the Company entered into agreements to purchase 25% of the remaining shares of Cryoservice Limited, a cryogenic and specialty gases company in the U.K., which increased the Company's ownership interest from 72% to 97%. Refer to Note 12 for additional information on this purchase.

The carrying value of the 25% noncontrolling interest at the time the sale share agreements were entered into was \$10.8. Under the terms of the agreements, the Company is obligated to remit payment in January 2012 with the consideration based on a multiple of earnings formula. As a result of this arrangement, the Company reduced the noncontrolling interests for the 25% purchase obligation and recorded an estimated liability based on the earnings formula. As the purchase of the noncontrolling interest does not result in a change of control, the difference between the carrying value of the 25% noncontrolling interest and the liability recognized has been recorded as a \$29.0 reduction in capital in excess of par value. At 30 June 2010, the liability amounted to \$39.8 and has been reported in other noncurrent liabilities on the consolidated balance sheet.

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The following table presents the effect of changes in ownership interests in subsidiaries on Air Products shareholder's equity:

	Nine Months Ended			
	Three Months Ended		30 June	
	2010	2009	2010	2009
Net Income Attributable to Air Products	\$253.2	\$113.2	\$757.0	\$387.4
Transfers to noncontrolling interests:				
Decrease in Air Products capital in excess of par value for purchase of noncontrolling interests	(29.0)		(29.0)	
Changes from net income attributable to Air Products and transfers to noncontrolling interests	\$224.2	\$113.2	\$728.0	\$387.4

**16. EARNINGS PER SHARE**

The following table sets forth the computation of basic and diluted earnings per share (EPS):

	Three Months Ended		Nine Months Ended	
	30 June		30 June	
	2010	2009	2010	2009
<b>NUMERATOR</b>				
Net Income Attributable to Air Products (used in basic and diluted EPS)				
Income from continuing operations	\$253.2	\$114.6	\$757.0	\$393.9
Loss from discontinued operations		(1.4)		(6.5)
Net Income Attributable to Air Products	\$253.2	\$113.2	\$757.0	\$387.4
<b>DENOMINATOR</b> (in millions)				
Weighted average number of common shares used in basic EPS	212.3	209.8	212.0	209.6
Effect of dilutive securities				
Employee stock options	3.6	3.1	3.9	2.2
Other award plans	1.0	1.1	1.0	1.0
	4.6	4.2	4.9	3.2
Weighted average number of common shares and dilutive potential common shares used in diluted EPS	216.9	214.0	216.9	212.8
<b>BASIC EPS ATTRIBUTABLE TO AIR PRODUCTS</b>				
Income from continuing operations	\$ 1.19	\$ .55	\$ 3.57	\$ 1.88
Loss from discontinued operations		(.01)		(.03)
Net Income Attributable to Air Products	\$ 1.19	\$ .54	\$ 3.57	\$ 1.85
<b>DILUTED EPS ATTRIBUTABLE TO AIR PRODUCTS</b>				
Income from continuing operations	\$ 1.17	\$ .54	\$ 3.49	\$ 1.85
Loss from discontinued operations		(.01)		(.03)
Net Income Attributable to Air Products	\$ 1.17	\$ .53	\$ 3.49	\$ 1.82

Options on 2.2 million shares were antidilutive and therefore excluded from the computation of diluted earnings per share for the three and nine months ended 30 June 2010, respectively. Options on 4.6 million and 7.3 million shares were antidilutive and therefore excluded from the computation of diluted earnings per share for the three and nine months ended 30 June 2009, respectively.

**17. SUPPLEMENTAL INFORMATION****Customer Bankruptcy and Asset Actions**

As a result of events which occurred during the third quarter of 2009, the Company recognized a \$22.2 charge primarily for the write-off of certain receivables due to a customer bankruptcy. This customer, who principally receives product from the Tonnage Gases segment, began operating under Chapter 11 bankruptcy protection on 6 January 2009. Sales and operating income associated with this customer are not material

to the Tonnage Gases segment's results.

During the third quarter of 2010, a partial settlement in the amount of \$18.0 was received related to this customer bankruptcy of which \$16.2 was applied against the remaining outstanding receivables. Income of \$1.8 was recognized for the recovery of certain receivables which had been previously written off. Further income is expected to be recognized upon final settlement of the bankruptcy proceedings, during the fourth quarter, but is not expected to be material.



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Additionally, in the third quarter of 2009, the Company recorded a charge of \$9.9 for other asset actions which consisted of the closure of certain manufacturing facilities. This charge was reflected in cost of sales on the consolidated income statement. The 2009 customer bankruptcy charge combined with this asset write-down resulted in a total charge of \$32.1 (\$21.0 after-tax, or \$.10 per share).

**Share Repurchase Program**

On 20 September 2007, the Board of Directors authorized the repurchase of up to \$1,000 of the Company's outstanding common stock. In the nine months ended 30 June 2010, the Company did not purchase any shares under this authorization. At 30 June 2010, \$649.2 in share repurchase authorization remains.

**Subsequent Event**

***Line of Credit***

The Company has obtained the commitment of a number of commercial banks to lend money at market rates whenever needed. This committed line of credit provides a source of liquidity and is used to support the issuance of commercial paper. The Company's total multicurrency revolving facility amounted to \$1,450 at 30 June 2010. No borrowings were outstanding under this commitment at 30 June 2010.

On 8 July 2010, the Company replaced its \$1,450 committed credit facility with a new \$2,000 committed credit facility. Facility fees were modified to reflect current market rates. The Company's only financial covenant changed from a long-term debt to equity ratio of no greater than 60% to a maximum ratio of total debt to earnings before interest, taxes, depreciation, and amortization (EBITDA) of no greater than 3.0. There were no other material changes in the terms and conditions of the arrangement. This commitment will mature in July 2013.

**Table of Contents****18. BUSINESS SEGMENT AND GEOGRAPHIC INFORMATION**

The Company's segments are organized based on differences in product and/or type of customer. The Company has four business segments consisting of Merchant Gases, Tonnage Gases, Electronics and Performance Materials, and Equipment and Energy.

**Business Segment Information**

	Three Months Ended 30 June		Nine Months Ended 30 June	
	2010	2009	2010	2009
<b>Revenues from External Customers</b>				
Merchant Gases	\$ 915.0	\$ 882.6	\$2,770.3	\$2,678.2
Tonnage Gases	724.5	565.0	2,179.1	1,933.6
Electronics and Performance Materials	496.9	409.2	1,381.5	1,148.0
Equipment and Energy	115.9	119.4	343.9	367.1
<b>Segment and Consolidated Totals</b>	<b>\$2,252.3</b>	<b>\$1,976.2</b>	<b>\$6,674.8</b>	<b>\$6,126.9</b>
<b>Operating Income</b>				
Merchant Gases	\$ 176.4	\$ 168.8	\$ 544.1	\$ 495.5
Tonnage Gases	119.8	87.6	327.2	294.4
Electronics and Performance Materials	62.4	39.0	167.8	52.5
Equipment and Energy	21.1	13.1	47.1	36.4
<b>Segment Total</b>	<b>\$ 379.7</b>	<b>\$ 308.5</b>	<b>\$1,086.2</b>	<b>\$ 878.8</b>
Global cost reduction plan		(124.0)		(298.2)
Acquisition-related costs	(37.9)		(61.3)	
Customer bankruptcy and asset actions	1.8	(32.1)	1.8	(32.1)
Pension settlement	(6.3)	(8.0)	(6.3)	(8.0)
Other	(.9)	(.6)	1.6	(22.2)
<b>Consolidated Total</b>	<b>\$ 336.4</b>	<b>\$ 143.8</b>	<b>\$1,022.0</b>	<b>\$ 518.3</b>

	30 June 2010	30 September 2009
<b>Identifiable Assets</b> <sup>(A)</sup>		
Merchant Gases	\$ 4,734.8	\$ 4,917.0
Tonnage Gases	3,752.5	3,597.8
Electronics and Performance Materials	2,195.4	2,249.5
Equipment and Energy	311.1	303.3
<b>Segment Total</b>	<b>\$ 10,993.8</b>	<b>\$ 11,067.6</b>
Other	1,148.7	1,093.4
<b>Consolidated Total</b>	<b>\$ 12,142.5</b>	<b>\$ 12,161.0</b>

(A) Identifiable assets are equal to total assets less investments in and advances to equity affiliates.

**Table of Contents****Geographic Information**

	Three Months Ended 30 June		Nine Months Ended 30 June	
	2010	2009	2010	2009
<b>Revenues from External Customers</b>				
North America	\$ 1,091.1	\$ 929.1	\$ 3,222.4	\$ 3,018.4
Europe	688.8	663.3	2,118.5	2,042.9
Asia	421.9	336.0	1,176.6	931.7
Latin America/Other	50.5	47.8	157.3	133.9
<b>Total</b>	<b>\$ 2,252.3</b>	<b>\$ 1,976.2</b>	<b>\$ 6,674.8</b>	<b>\$ 6,126.9</b>

Geographic information is based on country of origin. The Europe segment operates principally in Belgium, France, Germany, the Netherlands, Poland, the U.K. and Spain. The Asia segment operates principally in China, Japan, Korea, and Taiwan.

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**  
(Millions of dollars, except for share data)

The disclosures in this quarterly report are complementary to those made in the Company's 2009 Form 10-K. An analysis of results for the third quarter and first nine months of 2010 is provided in the Management's Discussion and Analysis to follow.

All comparisons in the discussion are to the corresponding prior year unless otherwise stated. All amounts presented are in accordance with U.S. generally accepted accounting principles, except as noted. All amounts are presented in millions of dollars, except for share data, unless otherwise indicated.

Captions such as income from continuing operations attributable to Air Products and net income attributable to Air Products are simply referred to as income from continuing operations and net income throughout this Management's Discussion and Analysis, unless otherwise stated.

The discussion of third quarter and year-to-date results that follows includes comparisons to non-GAAP financial measures. These non-GAAP measures exclude acquisition-related costs in 2010. For 2009, the non-GAAP measures exclude the global cost reduction plan charge, costs related to customer bankruptcy and asset actions and pension settlement costs. The presentation of non-GAAP measures is intended to enhance the usefulness of financial information by providing measures that the Company's management uses internally to evaluate the Company's baseline performance on a comparable basis. The reconciliation of reported GAAP results to non-GAAP measures is presented on pages 38-39.

## **THIRD QUARTER 2010 VS. THIRD QUARTER 2009**

### **THIRD QUARTER 2010 IN SUMMARY**

Sales of \$2,252.3 increased 14%. Underlying sales increased 12%, primarily due to higher volumes in the Electronics and Performance Materials segment and also in the Tonnage Gases and Merchant Gases segments.

Operating income of \$336.4 increased \$192.6. On a non-GAAP basis, operating income of \$374.3 increased 22%, or \$66.4, primarily from higher volumes.

Income from continuing operations of \$253.2 increased \$138.6, and diluted earnings per share from continuing operations of \$1.17 increased \$.63. On a non-GAAP basis, income from continuing operations of \$276.9 increased 23%, or \$52.1, and diluted earnings per share from continuing operations of \$1.28 increased 22%, or \$.23. A summary table of changes in diluted earnings per share is presented below.

**Table of Contents****Changes in Diluted Earnings per Share Attributable to Air Products**

	Three Months Ended		Increase (Decrease)
	30 June		
	2010	2009	
<b>Diluted Earnings per Share</b>			
Net Income	\$ 1.17	\$ .53	\$ .64
Discontinued Operations		(.01)	.01
<b>Continuing Operations GAAP Basis</b>	<b>\$ 1.17</b>	<b>\$ .54</b>	<b>\$ .63</b>
Acquisition-related costs	(.11)		(.11)
Global cost reduction plan		(.39)	.39
Customer bankruptcy and asset actions		(.10)	.10
Pension settlement		(.02)	.02
<b>Continuing Operations Non-GAAP Basis</b>	<b>\$ 1.28</b>	<b>\$ 1.05</b>	<b>\$ .23</b>
<b>Operating Income (after-tax)</b>			
Underlying business			
Volume			.36
Price/raw materials			(.09)
Costs			(.01)
Currency			(.02)
<b>Operating Income</b>			<b>.24</b>
<b>Other (after-tax)</b>			
Equity affiliates income			.01
Interest expense			(.01)
Income tax rate			.02
Noncontrolling interest			(.01)
Average shares outstanding			(.02)
<b>Other</b>			<b>(.01)</b>
<b>Total Change in Diluted Earnings per Share from Continuing Operations Non-GAAP Basis</b>			<b>\$ .23</b>
<b>RESULTS OF OPERATIONS</b>			

**Discussion of Consolidated Results**

	Three Months		
	Ended 30 June		
	2010	2009	% Change
Sales	\$ 2,252.3	\$ 1,976.2	14%
Operating income GAAP Basis	336.4	143.8	N/M
Operating income Non-GAAP Basis	374.3	307.9	22%
Equity affiliates income	32.5	28.5	14%
<b>Sales</b>			

% Change from  
Prior Year

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Underlying business	
Volume	13%
Price	(1)%
Energy and raw material cost pass-through	3%
Currency	(1)%
<b>Total Consolidated Change</b>	<b>14%</b>

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Sales of \$2,252.3 increased 14%, or \$276.1. Underlying business increased sales 12%, primarily due to higher volumes in the Electronics and Performance Materials, Tonnage Gases, and Merchant Gases segments. In the Merchant Gases segment, volume performance continued to be driven by strength in Asia, with improvement in both the U.S. and Europe liquid bulk businesses. Energy and raw material contractual cost pass-through to customers due to higher natural gas prices increased sales by 3%, while unfavorable currency translation decreased sales 1%.

### **Operating Income**

Operating income of \$336.4 increased \$192.6. On a non-GAAP basis, operating income of \$374.3 increased 22%, or \$66.4.

Underlying business increased \$72 primarily from higher volumes in the Electronics and Performance Materials, Tonnage Gases, and Merchant Gases segments, partially offset by reduced pricing and increased raw material costs.

Unfavorable currency translation and foreign exchange impacts decreased operating income by \$6.

### **Equity Affiliates Income**

Income from equity affiliates of \$32.5 increased \$4.0, primarily due to higher volumes.

### **Selling and Administrative Expense (S&A)**

S&A expense of \$241.2 increased 4%, or \$8.9, primarily due to higher incentive compensation costs, partially offset by improved productivity and favorable currency. S&A as a percent of sales decreased to 10.7% from 11.8%.

### **Research and Development (R&D)**

R&D expense of \$29.3 increased 22%, or \$5.2, primarily due to increased spending in the Energy business. R&D, as a percent of sales, increased from 1.2% to 1.3%.

### **Global Cost Reduction Plan**

In the third quarter of 2009, the results from continuing operations included a charge of \$124.0 (\$84.2 after-tax, or \$.39 per share) for the global cost reduction plan. For additional information on this charge, refer to the Company's 2009 Form 10-K.

As of 30 June 2010, the planned actions associated with the global cost reduction plan were substantially completed with the exception of certain benefit payments and finalization of the sale of a facility. The majority of the remaining benefit payments will be paid during the fourth quarter of 2010. Additionally, the Company anticipates completing the planned sale of the facility by the end of the calendar year.

Cost savings of approximately \$155 are expected for 2010. Beyond 2010, the Company expects annualized savings of approximately \$180, of which the majority is related to personnel costs.

### **Acquisition-Related Costs**

In February 2010, the Company commenced a tender offer to acquire all the outstanding common stock of Airgas, including the associated preferred stock purchase rights, for \$60.00 per share in cash. On 8 July 2010, the Company increased the value of its tender offer to \$63.50 per share. The total value of the transaction approximates \$7.3 billion, including \$5.5 billion of equity and \$1.8 billion of assumed debt.

In connection with this tender offer, the Company has secured committed financing in the form of a \$6.7 billion term loan credit facility. Fees incurred to secure this credit facility have been deferred and are being amortized over the term of the arrangement.

For the third quarter of 2010, \$37.9 (\$23.7 after-tax, or \$.11 per share) in expense was recognized related to this transaction and is included within acquisition-related costs on the consolidated income statement. This includes amortization of the fees related to the term loan credit facility and other acquisition-related costs. Total costs of this transaction are expected to be approximately \$150 to \$200.





**Table of Contents****Customer Bankruptcy and Asset Actions**

As a result of events which occurred during the third quarter of 2009, the Company recognized a \$22.2 charge primarily for the write-off of certain receivables due to a customer bankruptcy. This customer, who principally receives product from the Tonnage Gases segment, began operating under Chapter 11 bankruptcy protection on 6 January 2009. Sales and operating income associated with this customer are not material to the Tonnage Gases segment's results.

During the third quarter of 2010, a partial settlement in the amount of \$18.0 was received related to this customer bankruptcy of which \$16.2 was applied against the remaining outstanding receivables. Income of \$1.8 was recognized for the recovery of certain receivables which had been previously written off. Further income is expected to be recognized upon final settlement of the bankruptcy proceedings, during the fourth quarter, but is not expected to be material.

Additionally, in the third quarter of 2009, the Company recorded a charge of \$9.9 for other asset actions which consisted of the closure of certain manufacturing facilities. This charge was reflected in cost of sales on the consolidated income statement. The 2009 customer bankruptcy charge combined with this asset write-down resulted in a total charge of \$32.1 (\$21.0 after-tax, or \$.10 per share).

**Pension Settlement**

The Company's supplemental pension plan provides for a lump sum benefit payment option at the time of retirement, or for corporate officers six months after the participant's retirement date. The Company recognizes pension settlements when payments exceed the sum of service and interest cost components of net periodic pension cost of the plan for the fiscal year. A settlement loss is recognized when the pension obligation is settled. The Company recognized a \$6.3 (\$3.9 after-tax, or \$.02 per share) charge in the third quarter of 2010. A similar amount of additional settlement losses is expected to be recognized in the fourth quarter of 2010. In the third quarter of 2009, the Company recognized a settlement charge of \$8.0 (\$5.0 after-tax, or \$.02 per share).

**Other Income, Net**

Items recorded to other income arise from transactions and events not directly related to the principal income earning activities of the Company.

Other income of \$8.0 increased \$2.3, primarily due to a net gain on the sale of assets. Otherwise, no individual items were significant in comparison to the prior year.

**Interest Expense**

	Three Months	
	Ended 30 June	
	2010	2009
Interest incurred	\$ 32.6	\$ 33.1
Less: capitalized interest	2.6	5.6
Interest expense	<b>\$ 30.0</b>	<b>\$ 27.5</b>

Interest incurred decreased \$.5. The decrease was driven by lower average interest rates on variable rate debt and the impact of a stronger dollar on the translation of foreign currency interest, partially offset by a higher average debt balance. The change in capitalized interest is driven by a decrease in project spending which qualified for capitalization.

**Effective Tax Rate**

The effective tax rate equals the income tax provision divided by income from continuing operations before taxes less noncontrolling interests. On a GAAP basis, the effective tax rate was 23.5% and 18.1% in the third quarter of 2010 and 2009, respectively. On a non-GAAP basis, the effective tax rate was 24.9% and 26.1% in the third quarter of 2010 and 2009, respectively. The effective tax rate was lower in 2010 due to the impact of an increase in the amount of tax credits and adjustments.

**Discontinued Operations**

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In fiscal 2009, the Company completed the divestiture of its U.S. Healthcare business which has been accounted for as discontinued operations. For additional historical information on this divestiture, refer to the Company's 2009 Form 10-K.

The U.S. Healthcare business generated sales of \$25.2 and loss from operations, net of tax, of \$2.1 in the third quarter of 2009. During the third quarter of 2009, the Company sold more than half of its remaining U.S. Healthcare business for cash

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proceeds of \$38.1. The Company recognized an after-tax gain of \$.3 resulting from the sale combined with adjustments to net realizable value of the remaining businesses.

**Net Income**

Net income was \$253.2 compared to \$113.2 and diluted earnings per share was \$1.17 compared to \$.53. On a non-GAAP basis, net income was \$276.9 compared to \$223.4 and diluted earnings per share was \$1.28 compared to \$1.04. A summary table of changes in earnings per share is presented on page 26.

**Segment Analysis****Merchant Gases**

	Three Months		
	Ended 30 June		
	2010	2009	% Change
Sales	\$ 915.0	\$ 882.6	4%
Operating income	176.4	168.8	5%
Equity affiliates income	28.5	24.9	14%

**Merchant Gases Sales**

	% Change from Prior Year
Underlying business	
Volume	7%
Price	(1)%
Currency	(2)%
<b>Total Merchant Gases Sales Change</b>	<b>4%</b>

Sales of \$915.0 increased 4%, or \$32.4. Underlying sales increased 6%, as the volume improvement of 7% was partially offset by lower pricing and unfavorable customer mix of 1%. Volumes were particularly strong in Asia, and are improving in the U.S. and Europe liquid bulk businesses. Currency had an unfavorable impact of 2% on sales.

In North America, sales increased 4%, with volumes up 6% and price down 2%. The increase in volumes was primarily driven by higher liquid argon and liquid hydrogen sales. The price decline was driven by unfavorable customer mix and lower liquid hydrogen pricing, as a result of cost pass-through of lower natural gas costs. In Europe, sales decreased 2%, primarily due to unfavorable currency impacts of 5%. Underlying sales increased 3% due to increased volumes of 4%, partially offset by lower pricing of 1%. The increase was primarily due to higher liquid oxygen and liquid nitrogen sales from both the base business and from new customers coming onstream. In Asia, sales increased 27%, with volumes up 22%, a favorable currency impact of 4%, and pricing up 1%. The volume increases were driven by steel, electronics, and bulk hydrogen customers.

**Merchant Gases Operating Income**

Operating income of \$176.4 increased 5%, or \$7.6. The increase was primarily due to higher volumes of \$24 and lower costs of \$4, partially offset by unfavorable currency of \$4 and lower pricing and higher raw material costs of \$16.

**Table of Contents****Tonnage Gases**

	Three Months		
	Ended 30 June		
	2010	2009	% Change
Sales	\$ 724.5	\$ 565.0	28%
Operating income	119.8	87.6	37%
<b>Tonnage Gases Sales</b>			

	% Change from Prior Year
Underlying business	
Volume	19%
Energy and raw material cost pass-through	9%
<b>Total Tonnage Gases Sales Change</b>	<b>28%</b>

Sales of \$724.5 increased 28%, or \$159.5. Volumes increased 19% due to continued improvement in steel and chemical end markets and new plant onstreams. Higher energy and raw material contractual cost pass-through to customers increased sales by 9%.

**Tonnage Gases Operating Income**

Operating income of \$119.8 increased 37%, or \$32.2. Underlying business increased \$30, primarily as a result of higher volumes, partially offset by higher planned maintenance costs.

**Electronics and Performance Materials**

	Three Months		
	Ended 30 June		
	2010	2009	% Change
Sales	\$ 496.9	\$ 409.2	21%
Operating income (loss)	62.4	39.0	60%
<b>Electronics and Performance Materials Sales</b>			

	% Change from Prior Year
Underlying business	
Volume	21%
Price	(1)%
Currency	1%
<b>Total Electronics and Performance Materials Sales Change</b>	<b>21%</b>

Sales of \$496.9 increased 21%, or \$87.7. Underlying business increased 20% due to higher volumes. Electronics sales increased 18%, reflecting increased volumes in electronics specialty materials, tonnage and the equipment business. Performance Materials sales increased 26%, reflecting strong volumes in all regions.

**Electronics and Performance Materials Operating Income**

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Operating income of \$62.4 increased 60%, or \$23.4, primarily from higher volumes of \$42, partially offset by lower pricing and higher raw material costs of \$13 and higher costs of \$6 related mostly to restructuring initiatives.

**Table of Contents****Equipment and Energy**

	Three Months		
	Ended 30 June		
	2010	2009	% Change
Sales	\$ 115.9	\$ 119.4	(3)%
Operating income	21.1	13.1	61%

**Equipment and Energy Sales and Operating Income**

Sales of \$115.9 decreased 3%, or \$3.5, due to lower air separation unit sales. Operating income of \$21.1 increased 61% due to higher liquefied natural gas (LNG) heat exchanger activity, a gain on the sale of an asset, and lower project costs.

The sales backlog for the Equipment business at 30 June 2010 was \$302, compared to \$239 at 30 September 2009.

**Other**

Other operating income (loss) includes expense and income that cannot be directly associated with the business segments, including foreign exchange gains and losses, interest income, and costs previously allocated to businesses now reported as discontinued operations. Also included are LIFO inventory adjustments, as the business segments use FIFO and the LIFO pool adjustments are not allocated to the business segments. Corporate general and administrative costs and research and development costs are fully allocated to the business segments.

Other operating loss was \$(.9) compared to \$(.6). No individual items were significant in comparison to the prior year.

**FIRST NINE MONTHS 2010 VS. FIRST NINE MONTHS 2009****FIRST NINE MONTHS 2010 IN SUMMARY**

Sales of \$6,674.8 increased 9%. Underlying business increased 8% primarily due to higher volumes in the Electronics and Performance Materials and Tonnage Gases segments.

Operating income of \$1,022.0 increased 97%, or \$503.7. On a non-GAAP basis, operating income of \$1,083.3 increased 26%, or \$226.7, primarily due to higher volumes, lower costs, and favorable currency and foreign exchange.

Income from continuing operations of \$757.0 increased 92%, or \$363.1, and diluted earnings per share from continuing operations of \$3.49 increased 89%, or \$1.64. On a non-GAAP basis, income from continuing operations of \$795.3 increased 28%, or \$175.1, and diluted earnings per share from continuing operations of \$3.67 increased 26%, or \$.76. A summary table of changes in diluted earnings per share is presented below.

The Company increased the quarterly dividend from \$.45 to \$.49 per share. This represents the 28<sup>th</sup> consecutive year that the Company has increased its dividend payment.

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**Changes in Diluted Earnings per Share Attributable to Air Products**

	Nine Months Ended		Increase (Decrease)
	30 June		
	2010	2009	
<b>Diluted Earnings per Share</b>			
Net Income	\$ 3.49	\$ 1.82	\$ 1.67
Discontinued Operations		(.03)	.03
<b>Continuing Operations GAAP Basis</b>	<b>\$ 3.49</b>	<b>\$ 1.85</b>	<b>\$ 1.64</b>
Acquisition-related costs	(.18)		(.18)
Global cost reduction plan		(.94)	.94
Customer bankruptcy and asset actions		(.10)	.10
Pension settlement		(.02)	.02
<b>Continuing Operations Non-GAAP Basis</b>	<b>\$ 3.67</b>	<b>\$ 2.91</b>	<b>\$ .76</b>
<b>Operating Income (after-tax)</b>			
Underlying business			
Volume			.77
Price/raw materials			(.23)
Costs			.17
Currency			.10
<b>Operating Income</b>			<b>.81</b>
<b>Other (after-tax)</b>			
Equity affiliates income			.04
Interest expense			.01
Income tax rate			.01
Noncontrolling interest			(.03)
Average shares outstanding			(.08)
<b>Other</b>			<b>(.05)</b>
<b>Total Change in Diluted Earnings per Share from Continuing Operations Non-GAAP Basis</b>			<b>\$ .76</b>

**RESULTS OF OPERATIONS**

**Discussion of Consolidated Results**

	Nine Months		
	Ended 30 June		
	2010	2009	% Change
Sales	\$ 6,674.8	\$ 6,126.9	9%
Operating income GAAP Basis	1,022.0	518.3	97%
Operating income Non-GAAP Basis	1,083.3	856.6	26%
Equity affiliates income	91.6	80.0	15%
<b>Sales</b>			

% Change from  
Prior Year

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Underlying business	
Volume	9%
Price	(1)%
Currency	2%
Energy and raw material cost pass-through	(1)%
<b>Total Consolidated Change</b>	<b>9%</b>



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Sales of \$6,674.8 increased 9%, or \$547.9. Underlying business increased 8% driven by volume increases in the Electronics and Performance Materials and Tonnage Gases segments. Currency favorably impacted sales by 2%, while energy and raw material contractual cost pass-through to customers decreased sales 1%.

### **Operating Income**

Operating income of \$1,022.0 increased 97%, or \$503.7. On a non-GAAP basis, operating income of \$1,083.3 increased 26%, or \$226.7.

Underlying business increased \$198, primarily from higher volumes in the Electronics and Performance Material and Tonnage Gases segments and lower costs, partially offset by reduced pricing.

Favorable currency translation and foreign exchange impacts increased operating income by \$29.

### **Equity Affiliates Income**

Income from equity affiliates of \$91.6 increased \$11.6, primarily due to higher volumes.

### **Selling and Administrative Expense (S&A)**

S&A expense of \$725.7 increased 2%, or \$15.8, primarily due to higher incentive compensation costs and unfavorable currency, partially offset by improved productivity. S&A as a percent of sales decreased to 10.9% from 11.6%.

### **Research and Development (R&D)**

R&D expense of \$82.8 decreased 5%, or \$4.1, primarily due to the impact of cost reduction actions. R&D, as a percent of sales, decreased to 1.2% from 1.4%.

### **Global Cost Reduction Plan**

For the nine months ended 30 June 2009, the results included a total global cost reduction plan charge of \$298.2 (\$200.3 after-tax, or \$.94 per share). For additional information on this charge, refer to the Company's 2009 Form 10-K.

During the first quarter of 2010, the Company revised its estimate of the costs associated with the 2009 global cost reduction plan. The unfavorable impact of additional severance and other benefits was offset by a favorable variance related to completed business exits and asset management actions. This adjustment to the charge was excluded from segment operating profit and did not have a material impact on any individual segment.

As of 30 June 2010, the planned actions associated with the global cost reduction plan were substantially completed with the exception of certain benefit payments and finalization of the sale of a facility. The majority of the remaining benefit payments will be paid during the fourth quarter of 2010. Additionally, the Company anticipates completing the planned sale of the facility by the end of the calendar year.

Cost savings of approximately \$155 are expected for 2010. Beyond 2010, the Company expects annualized savings of approximately \$180, of which the majority is related to personnel costs.

### **Acquisition-Related Costs**

For the nine months ended 30 June 2010, \$61.3 (\$38.3 after-tax, or \$.18 per share) in expense was recognized related to the Airgas transaction and is included within acquisition-related costs on the consolidated income statement. Refer to Note 3 to the consolidated financial statements for details on this charge.

### **Customer Bankruptcy and Asset Actions**

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As a result of events which occurred during the third quarter of 2009, the Company recognized a \$22.2 charge primarily for the write-off of certain receivables due to a customer bankruptcy. This customer, who principally receives product from the Tonnage Gases segment, began operating under Chapter 11 bankruptcy protection on 6 January 2009. Sales and operating income associated with this customer are not material to the Tonnage Gases segment's results.

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During the third quarter of 2010, a partial settlement in the amount of \$18.0 was received related to this customer bankruptcy of which \$16.2 was applied against the remaining outstanding receivables. Income of \$1.8 was recognized for the recovery of certain receivables which had been previously written off. Further income is expected to be recognized upon final settlement of the bankruptcy proceedings, during the fourth quarter, but is not expected to be material.

Additionally, in the third quarter of 2009, the Company recorded a charge of \$9.9 for other asset actions which consisted of the closure of certain manufacturing facilities. This charge was reflected in cost of sales on the consolidated income statement. The 2009 customer bankruptcy charge combined with this asset write-down resulted in a total charge of \$32.1 (\$21.0 after-tax, or \$.10 per share).

**Pension Settlement**

The Company's supplemental pension plan provides for a lump sum benefit payment option at the time of retirement, or for corporate officers six months after the participant's retirement date. The Company recognizes pension settlements when payments exceed the sum of service and interest cost components of net periodic pension cost of the plan for the fiscal year. A settlement loss is recognized when the pension obligation is settled. The Company recognized a \$6.3 (\$3.9 after-tax, or \$.02 per share) charge in the third quarter of 2010. A similar amount of additional settlement losses is expected to be recognized in the fourth quarter of 2010. In the third quarter of 2009, the Company recognized a settlement charge of \$8.0 (\$5.0 after-tax, or \$.02 per share).

**Other Income, Net**

Items recorded to other income arise from transactions and events not directly related to the principal income earning activities of the Company.

Other income of \$29.8 increased \$16.1, primarily due to a net gain on the sale of assets and foreign exchange losses in the prior year. Otherwise, no individual items were significant in comparison to the prior year.

**Interest Expense**

	Nine Months	
	Ended 30 June	
	2010	2009
Interest incurred	\$ 102.2	\$ 109.8
Less: capitalized interest	11.1	15.8
Interest expense	<b>\$ 91.1</b>	<b>\$ 94.0</b>

Interest incurred decreased \$7.6. The decrease was driven by lower average interest rates on variable rate debt, partially offset by a higher average debt balance and the impact of a weaker dollar on the translation of foreign currency interest. The change in capitalized interest is driven by a decrease in project spending which qualified for capitalization.

**Effective Tax Rate**

The effective tax rate equals the income tax provision divided by income from continuing operations before taxes less noncontrolling interests. On a GAAP basis, the effective tax rate was 24.5% and 20.1% in 2010 and 2009, respectively. On a non-GAAP basis, the effective tax rate was 25.3% and 25.4% in 2010 and 2009, respectively.

**Discontinued Operations**

In fiscal 2009, the Company completed the divestiture of its U.S. Healthcare business which has been accounted for as discontinued operations. For additional historical information on this divestiture, refer to the Company's 2009 Form 10-K.

The U.S. Healthcare business generated sales of \$117.3 and loss from operations, net of tax, of \$2.0 for the nine months ended 30 June 2009. In the first half of 2009, the Company recorded an impairment charge of \$48.7 (\$30.9 after-tax, or \$.15 per share) reflecting a revision in the estimated net realizable value of the business. Also, tax benefits of \$25.5, or \$.12 per share, were recorded to revise the estimated tax benefit associated with the total impairment charges recorded.



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During the third quarter of 2009, the Company sold more than half of its remaining U.S. Healthcare business for cash proceeds of \$38.1. The Company recognized an after-tax gain of \$.3 resulting from the sale combined with adjustments to net realizable value of the remaining businesses.

**Net Income**

Net income was \$757.0 compared to \$387.4 and diluted earnings per share was \$3.49 compared to \$1.82. On a non-GAAP basis, net income was \$795.3 compared to \$613.7 and diluted earnings per share was \$3.67 compared to \$2.88. A summary table of changes in earnings per share is presented on page 32.

**Segment Analysis**

**Merchant Gases**

	Nine Months		
	Ended 30 June		
	2010	2009	% Change
Sales	\$ 2,770.3	\$ 2,678.2	3%
Operating income	544.1	495.5	10%
Equity affiliates income	76.6	72.0	6%
<b>Merchant Gases Sales</b>			

	% Change from Prior Year
Underlying business	
Volume	1%
Price	(1)%
Currency	3%
<b>Total Merchant Gases Sales Change</b>	<b>3%</b>

Sales of \$2,770.3 increased 3%, or \$92.1. Sales increased 3% from favorable currency effects, driven primarily by the weaker U.S. dollar, in the first half of the year. Underlying business was flat as volume increases were offset by a decrease in pricing and unfavorable customer mix. Volume increases in Asia were partially offset by lower demand in Europe.

In North America, sales decreased 2%, with price down 2% and volumes flat. The price decline was due to lower surcharge activity in the first half of 2010, lower liquid hydrogen pricing, and unfavorable customer mix. In Europe, sales increased 3%, primarily due to favorable currency impacts of 4%, partially offset by a decrease in underlying business of 1%. In Asia, sales increased 21%, with volumes up 18% and a favorable currency impact of 5%. Volume increases were driven by steel, electronics and bulk hydrogen customers. Lower pricing decreased sales by 2%, principally due to lower prices in liquid argon as increased capacity came on-stream in the region.

**Merchant Gases Operating Income**

Operating income of \$544.1 increased 10%, or \$48.6. The increase was primarily due to lower costs of \$44, favorable currency of \$15 and higher volumes of \$14, partially offset by lower pricing and unfavorable customer mix of \$24. The improved costs resulted from improved plant operating costs, distribution efficiency, and organizational restructuring benefits.

**Table of Contents****Tonnage Gases**

	Nine Months		
	Ended 30 June		
	2010	2009	% Change
Sales	\$ 2,179.1	\$ 1,933.6	13%
Operating income	327.2	294.4	11%
<b>Tonnage Gases Sales</b>			

	% Change from Prior Year
Underlying business	
Volume	14%
Currency	3%
Energy and raw material cost pass-through	(4)%
<b>Total Tonnage Gases Sales Change</b>	<b>13%</b>

Sales of \$2,179.1 increased 13%, or \$245.5. Volumes increased 14% due to continued improvement in steel and chemical end markets and new plant onstreams. Currency favorably impacted sales by 3%, driven primarily by the weaker U.S. dollar, in the first half of 2010. Lower energy and raw material contractual cost pass-through to customers due to lower natural gas prices in the first quarter of 2010 reduced sales by 4%.

**Tonnage Gases Operating Income**

Operating income of \$327.2 increased 11%, or \$32.8. The increase was a result of higher volumes of \$72 and favorable currency impacts of \$7, partially offset by higher costs of \$46, primarily due to planned maintenance costs and operating inefficiencies.

**Electronics and Performance Materials**

	Nine Months		
	Ended 30 June		
	2010	2009	% Change
Sales	\$ 1,381.5	\$ 1,148.0	20%
Operating income	167.8	52.5	N/M
<b>Electronics and Performance Materials Sales</b>			

	% Change from Prior Year
Underlying business	
Volume	23%
Price	(4)%
Currency	1%
<b>Total Electronics and Performance Materials Sales Change</b>	<b>20%</b>

Sales of \$1,381.5 increased 20%, or \$233.5. Underlying business increased due to higher volumes of 23%, partially offset by unfavorable pricing of 4%. Electronics sales increased 14% due to higher volumes, reflecting the improvement in the Electronics market, partially offset by lower pricing. Performance Materials sales increased 29%, reflecting the continued increased demand across end markets globally, partially

offset by lower pricing.

**Electronics and Performance Materials Operating Income**

Operating income of \$167.8 increased \$115.3, primarily due to higher volumes of \$122 and lower costs of \$39, partially offset by lower pricing of \$46. The reduced costs were a result of restructuring and productivity initiatives.

**Table of Contents****Equipment and Energy**

	Nine Months		
	Ended 30 June		
	2010	2009	% Change
Sales	\$ 343.9	\$ 367.1	(6)%
Operating income	47.1	36.4	29%

**Equipment and Energy Sales and Operating Income**

Sales of \$343.9 decreased 6%, or \$23.2, due to lower air separation unit sales. Operating income of \$47.1 increased 29%, due to higher liquefied natural gas (LNG) heat exchanger activity, a gain on the sale of an asset, and lower project costs.

The sales backlog for the Equipment business at 30 June 2010 was \$302, compared to \$239 at 30 September 2009.

**Other**

Other operating income (loss) includes expense and income that cannot be directly associated with the business segments, including foreign exchange gains and losses, interest income, and costs previously allocated to businesses now reported as discontinued operations. Also included are LIFO inventory adjustments, as the business segments use FIFO and the LIFO pool adjustments are not allocated to the business segments. Corporate general and administrative costs and research and development costs are fully allocated to the business segments.

Other operating income (loss) was \$1.6 compared to \$(22.2) primarily due to unfavorable foreign exchange and an unfavorable LIFO inventory adjustment in the prior year. No other individual items were significant in comparison to the prior year.



Table of Contents**RECONCILIATION OF NON-GAAP FINANCIAL MEASURES**

The presentation of non-GAAP measures is intended to enhance the usefulness of financial information by providing measures which the Company's management uses internally to evaluate the Company's baseline performance on a comparable basis. Presented below are reconciliations of the reported GAAP results to the non-GAAP measures.

**CONSOLIDATED RESULTS**

	Q3	Q3	Q3	YTD	YTD	YTD
	Operating		Continuing Operations	Operating		
	Income	Income	Diluted	Income	Income	Diluted
			EPS			EPS
2010 GAAP	\$ 336.4	\$ 253.2	\$ 1.17	\$ 1,022.0	\$ 757.0	\$ 3.49
2009 GAAP	143.8	114.6	.54	518.3	393.9	1.85
Change GAAP	\$ 192.6	\$ 138.6	\$ .63	\$ 503.7	\$ 363.1	\$ 1.64
% Change GAAP	134%	121%	117%	97%	92%	89%
2010 GAAP	\$ 336.4	\$ 253.2	\$ 1.17	\$ 1,022.0	\$ 757.0	\$ 3.49
Acquisition-related costs (tax impact \$14.2 and \$23.0) (a)	37.9	23.7	.11	61.3	38.3	.18
2010 Non-GAAP Measure	\$ 374.3	\$ 276.9	\$ 1.28	\$ 1,083.3	\$ 795.3	\$ 3.67
2009 GAAP	\$ 143.8	\$ 114.6	\$ .54	\$ 518.3	\$ 393.9	\$ 1.85
Global cost reduction plan (tax impact \$39.8 and \$97.9) (b)	124.0	84.2	.39	298.2	200.3	.94
Customer bankruptcy and asset actions (tax impact \$11.1) (c)	32.1	21.0	.10	32.1	21.0	.10
Pension settlement (tax impact \$3.0) (a)	8.0	5.0	.02	8.0	5.0	.02
2009 Non-GAAP Measure	\$ 307.9	\$ 224.8	\$ 1.05	\$ 856.6	\$ 620.2	\$ 2.91
Change Non-GAAP Measure	\$ 66.4	\$ 52.1	\$ .23	\$ 226.7	\$ 175.1	\$ .76
% Change Non-GAAP Measure	22%	23%	22%	26%	28%	26%

	Q3	Q3	YTD	YTD
	Net	Diluted	Net	Diluted
	Income	EPS	Income	EPS
2010 GAAP	\$ 253.2	\$ 1.17	\$ 757.0	\$ 3.49
2009 GAAP	113.2	.53	387.4	1.82
2010 GAAP	\$ 253.2	\$ 1.17	\$ 757.0	\$ 3.49
Acquisition-related costs (tax impact \$14.2 and \$23.0)	23.7	.11	38.3	.18
2010 Non-GAAP Measure	\$ 276.9	\$ 1.28	\$ 795.3	\$ 3.67
2009 GAAP	\$ 113.2	\$ .53	\$ 387.4	\$ 1.82
Global cost reduction plan (tax impact \$39.8 and \$97.9)	84.2	.39	200.3	.94
Customer bankruptcy and asset actions (tax impact \$11.1)	21.0	.10	21.0	.10
Pension settlement (tax impact \$3.0)	5.0	.02	5.0	.02
2009 Non-GAAP Measure	\$ 223.4	\$ 1.04	\$ 613.7	\$ 2.88

- (a) Based on statutory tax rate of 37.4%
- (b) Based on average statutory tax rate of 32.1% and 32.8% for the three and nine months ended 30 June 2009, respectively
- (c) Based on average statutory tax rate of 34.6%

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	Q3 2010	Effective Tax Rate		YTD 2009
		Q3 2009	YTD 2010	
Income Tax Provision GAAP	\$ 77.6	\$ 25.4	\$ 246.0	\$ 99.0
Income from continuing operations before taxes GAAP	\$ 338.9	\$ 144.8	\$ 1,022.5	\$ 504.3
Net income from noncontrolling interests GAAP	8.1	4.8	19.5	11.4
Income from continuing operations before taxes less noncontrolling interests GAAP	\$ 330.8	\$ 140.0	\$ 1,003.0	\$ 492.9
Effective Tax Rate GAAP	23.5%	18.1%	24.5%	20.1%
Income Tax Provision GAAP	\$ 77.6	\$ 25.4	\$ 246.0	\$ 99.0
Acquisition-related costs tax impact	14.2		23.0	
Global cost reduction plan tax impact		39.8		97.9
Customer bankruptcy and asset actions tax impact		11.1		11.1
Pension settlement tax impact		3.0		3.0
Income Tax Provision Non-GAAP Measure	\$ 91.8	\$ 79.3	\$ 269.0	\$ 211.0
Income from continuing operations before taxes less noncontrolling interests GAAP	\$ 330.8	\$ 140.0	\$ 1,003.0	\$ 492.9
Acquisition-related costs	37.9		61.3	
Global cost reduction plan		124.0		298.2
Customer bankruptcy and asset actions		32.1		32.1
Pension settlement		8.0		8.0
Income from continuing operations before taxes less noncontrolling interests Non-GAAP Measure	\$ 368.7	\$ 304.1	\$ 1,064.3	\$ 831.2
Effective Tax Rate Non-GAAP Measure	24.9%	26.1%	25.3%	25.4%

**PENSION BENEFITS**

Refer to Note 11 to the consolidated financial statements for details on pension cost and cash contributions. For additional information on the Company's pension benefits and associated accounting policies, refer to the Pension Benefits section of Management's Discussion and Analysis and Note 15 to the consolidated financial statements in the Company's 2009 Form 10-K.

**LIQUIDITY AND CAPITAL RESOURCES**

The Company has maintained a strong financial position through the first nine months of 2010. Cash flow from operations provided funding for the Company's capital spending and dividend payments. The Company continues to retain consistent access to commercial paper markets and cash flow from operations and financing activities are expected to meet liquidity needs for the foreseeable future.

**Cash Flow**

The narrative below refers to the consolidated statements of cash flows included on page 6.

**Table of Contents****Operating Activities**

Net cash provided by operating activities increased \$168.2, or 19%. This variance resulted from an increase in net income of \$369.6 combined with the favorable impact of noncash adjustments to income of \$126.2, partially offset by unfavorable changes in working capital of \$327.6.

Noncash adjustments include depreciation and amortization, impairment charges, deferred income taxes, and share-based compensation cost. These adjustments also include changes in operating assets, such as noncurrent capital lease receivables, and liabilities which reflect timing differences between the receipt or disbursement of cash and their recognition in earnings.

Net income in the current year included an increase in the noncash expense for deferred income taxes of \$122.3 and noncash acquisition-related costs of \$52.5. Net income in 2009 included noncash impairment charges of \$112.6 related to the global cost reduction plan and the discontinued U.S. Healthcare business.

Changes in working capital resulted in a \$327.6 negative cash flow variance primarily from a \$311.3 variance in trade receivables. The current year reflected a negative cash flow of \$151.3 caused by rising sales while the prior year reflected a positive cash flow of \$160.0 resulting from a significant drop off in sales.

**Investing Activities**

Cash used for investing activities increased \$29.0 and included:

Capital expenditures for plant and equipment decreased by \$142.1, consistent with the Company's current capital spending plan.

The Company purchased approximately 1.5 million shares of Airgas stock for \$69.6 prior to a tender offer as discussed in Note 3.

The prior year included proceeds of \$39.0 from the sale of certain U.S. Healthcare companies.

Lower project spending resulted in a \$54.0 reduction in cash provided by restricted cash. The proceeds from the issuance of certain Industrial Revenue Bonds must be held in escrow until related project spending occurs and are classified as noncurrent assets in the balance sheet.

Capital expenditures are detailed in the table below:

	Nine Months Ended	
	30 June	
	2010	2009
Additions to plant and equipment	\$ 757.2	\$ 899.3
Acquisitions, less cash acquired	37.2	29.8
Short-term borrowings associated with SAGA acquisition <sup>(A)</sup>	54.6	
Investment in and advances to unconsolidated affiliates	4.7	1.1
Capital expenditures on a GAAP basis	\$ 853.7	\$ 930.2
Capital lease expenditures <sup>(B)</sup>	100.2	111.6
Noncurrent liability related to purchase of shares from noncontrolling interests <sup>(B)</sup>	39.8	
Capital expenditures on a Non-GAAP basis	\$ 993.7	\$ 1,041.8

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(A) Noncash transaction.

(B) The Company utilizes a non-GAAP measure in the computation of capital expenditures and includes spending associated with facilities accounted for as capital leases and purchases of noncontrolling interests. Certain contracts associated with facilities that are built to provide product to a specific customer are required to be accounted for as leases, and such spending is reflected as a use of cash within cash provided by operating activities. Additionally, the purchase of noncontrolling interests in a subsidiary is accounted for as an equity transaction and will be reflected as a financing activity in the statement of cash flows. The presentation of this non-GAAP measure is intended to enhance the usefulness of information by providing a measure which the Company's management uses internally to evaluate and manage the Company's expenditures.

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### **Financing Activities**

Cash used for financing activities increased \$182.5, primarily due to a net decrease in borrowings of \$199.0, partially offset by higher proceeds of \$27.4 from stock option exercises.

Company borrowings (short- and long-term proceeds, net of repayments) were a net repayment of \$48.9 as compared to net borrowings of \$150.1 during 2009. Payments in 2010 included a \$50.0 Medium-term note. Borrowings in 2009 included the issuance of \$80.0 of Industrial Revenue Bonds and \$54.8 of commercial paper.

Total debt at 30 June 2010 and 30 September 2009, expressed as a percentage of the sum of total debt and total equity, was 43.8% and 47.7%, respectively. Total debt decreased from \$4,501.5 at 30 September 2009 to \$4,188.0 at 30 June 2010.

The Company's total multicurrency revolving facility amounted to \$1,450 at 30 June 2010. No borrowings were outstanding under this commitment at 30 June 2010. On 8 July 2010, the Company replaced its \$1,450 committed credit facility with a new \$2,000 committed credit facility. Facility fees were modified to reflect current market rates. The Company's only financial covenant changed from a long-term debt to equity ratio of no greater than 60% to a maximum ratio of total debt to earnings before interest, taxes, depreciation, and amortization (EBITDA) of no greater than 3.0. There were no other material changes in the terms and conditions of the arrangement. This commitment will mature in July 2013. Additional commitments totaling \$558.8 are maintained by the Company's foreign subsidiaries, of which \$340.6 were utilized at 30 June 2010.

In connection with the Airgas tender offer (see Note 3), the Company has secured committed financing in the form of a \$6.7 billion term loan credit facility. Borrowings under this credit facility will be available beginning on the date of the consummation of the tender offer, which must occur no later than 4 February 2011. All borrowings under this credit facility will mature on the date that is one year from the consummation of the tender offer. The credit facility agreement contains one financial covenant, a maximum leverage ratio, and other typical affirmative and negative covenants, including restrictions on liens and certain subsidiary indebtedness. It also requires mandatory commitment reduction/prepayment for certain capital market transactions and asset dispositions. Fees incurred to secure this credit facility have been deferred and are being amortized over the term of the arrangement.

On 20 September 2007, the Board of Directors authorized the repurchase of up to \$1,000 of the Company's outstanding common stock. In the first nine months of 2010, the Company did not purchase any shares under this authorization. At 30 June 2010, \$649.2 in share repurchase authorization remained.

### **CONTRACTUAL OBLIGATIONS**

The Company is obligated to make future payments under various contracts such as debt agreements, lease agreements, unconditional purchase obligations and other long-term obligations. There have been no material changes to contractual obligations as reflected in the Management's Discussion and Analysis in the Company's 2009 Form 10-K.

### **COMMITMENTS AND CONTINGENCIES**

Refer to Note 16 to the consolidated financial statements in the Company's 2009 Form 10-K and Note 12 in this quarterly filing.

### **OFF-BALANCE SHEET ARRANGEMENTS**

There have been no material changes to off-balance sheet arrangements as reflected in the Management's Discussion and Analysis in the Company's 2009 Form 10-K. The Company is not a primary beneficiary in any material variable interest entity. The Company's off-balance sheet arrangements are not reasonably likely to have a material impact on financial condition, changes in financial condition, and results of operations or liquidity.

### **RELATED PARTY TRANSACTIONS**

The Company's principal related parties are equity affiliates operating in the industrial gas business. The Company did not engage in any material transactions involving related parties that included terms or other aspects that differ from those which would be negotiated at arm's length with clearly independent parties.



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### **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

Management's Discussion and Analysis of the Company's financial condition and results of operations is based on the consolidated financial statements and accompanying notes that have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The significant accounting policies of the Company are described in Note 1 to the consolidated financial statements and the critical accounting policies and estimates are described in the Management's Discussion and Analysis included in the 2009 Form 10-K. Information concerning the Company's implementation and impact of new accounting standards issued by the FASB is included in Note 2 to the consolidated financial statements. There have been no changes in accounting policy in the current period that had a material impact on the Company's financial condition, change in financial condition, liquidity or results of operations.

### **NEW ACCOUNTING GUIDANCE**

See Note 2 to the consolidated financial statements for information concerning the Company's implementation and impact of new accounting guidance.

### **FORWARD-LOOKING STATEMENTS**

This report contains forward-looking statements, within the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on management's reasonable expectations and assumptions as of the date of this press release. Actual performance and financial results may differ materially from projections and estimates expressed in the forward-looking statements because of many factors, including, without limitation, stalling of the global economic recovery; renewed deterioration in economic and business conditions; weakening demand for the Company's products, future financial and operating performance of major customers and industries served by the Company; unanticipated contract terminations or customer cancellations or postponement of projects and sales; asset impairments due to economic conditions or specific product or customer events; the impact of competitive products and pricing; interruption in ordinary sources of supply of raw materials; the ability to recover unanticipated increased energy and raw material costs from customers; costs and outcomes of litigation or regulatory activities; consequences of acts of war or terrorism impacting the United States and other markets; the effects of a pandemic or epidemic or a natural disaster; charges related to current portfolio management and cost reduction actions; the success of implementing cost reduction programs and achieving anticipated acquisition synergies; the timing, impact, and other uncertainties of future acquisitions or divestitures; significant fluctuations in interest rates and foreign currencies from that currently anticipated; the continued availability of capital funding sources in all of the Company's foreign operations; the impact of new or changed environmental, healthcare, tax or other legislation and regulations in jurisdictions in which the Company and its affiliates operate; the impact of new or changed financial accounting standards; and the timing and rate at which tax credits can be utilized and other risk factors described in the Company's Form 10-K for its fiscal year ended 30 September 2009. The Company disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained in this document to reflect any change in the Company's assumptions, beliefs or expectations or any change in events, conditions or circumstances upon which any such forward-looking statements are based.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Information on the Company's utilization of financial instruments and an analysis of the sensitivity of these instruments to selected changes in market rates and prices is included in the Company's 2009 Form 10-K.

There were no material changes to market risk sensitivities for interest rate risk on fixed debt, foreign currency exchange rate risk, or commodity price risk since 30 September 2009.

The net financial instrument position decreased from a liability of \$4,510 at 30 September 2009 to a liability of \$4,019 at 30 June 2010, primarily due to the impact of a stronger U.S. dollar on the translation of foreign currency debt and the market value of foreign exchange forward contracts.





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**Item 4. Controls and Procedures**

We maintain a comprehensive set of disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) designed to ensure that information required to be disclosed in our filings under the Exchange Act is recorded, processed, summarized and reported accurately and within the time periods specified in the SEC's rules and forms. As of 30 June 2010 (the Evaluation Date), an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the Evaluation Date, the design and operation of these disclosure controls and procedures were effective to provide reasonable assurance of the achievement of the objectives described above.

During the quarter that ended on the Evaluation Date, there was no change in internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

The information set forth under this item in the Company's Form 10-Q for its second quarter ended March 31, 2010, is incorporated herein by reference.

**Item 6. Exhibits.**

Exhibits required by Item 601 of Regulation S-K

- 10.1 Amended and Restated Long-Term Incentive Plan of the Company.
- 12. Computation of Ratios of Earnings to Fixed Charges.
- 31.1. Certification by the Principal Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2. Certification by the Principal Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32. Certification by the Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase
- 101.LAB XBRL Taxonomy Extension Label Linkbase
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase
- 101.DEF XBRL Taxonomy Extension Definition Linkbase

The certification attached as Exhibit 32 that accompanies this Quarterly Report on Form 10-Q, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Air Products and Chemicals, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Form 10-Q, irrespective of any general incorporation language contained in such filing.

In accordance with Rule 406T of Regulation S-T, the information in these exhibits shall not be deemed to be filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement

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or other document filed under the Securities Act, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: 26 July 2010

By:

Air Products and Chemicals, Inc.  
(Registrant)  
  
/s/ Paul E. Huck  
Paul E. Huck  
Senior Vice President and Chief Financial Officer

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