



SECOND SUPPLEMENT DATED 30 OCTOBER 2009  
TO THE BASE PROSPECTUS DATED 3 JULY 2009

L'Air Liquide S.A.  
Air Liquide Finance  
Euro 6,000,000,000  
Euro Medium Term Note Programme  
unconditionally and irrevocably guaranteed by L'Air Liquide S.A.

This Prospectus Supplement (the "Second Supplement") is supplemental to, and must be read in conjunction with, the First Supplement dated 17 September 2009 (the "First Supplement") and the Base Prospectus dated 3 July 2009 (the "Base Prospectus"), prepared in relation to the €6,000,000,000 Euro Medium Term Note Programme of L'Air Liquide and Air Liquide Finance. The Base Prospectus, the First Supplement and this Second Supplement constitute a base prospectus for the purposes of the Prospectus Directive.

On 3 July 2009, the *Commission de Surveillance du Secteur Financier* (the "CSSF") approved the Base Prospectus as a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC (the "Prospectus Directive") and Article 8.4 of the Luxembourg Law on prospectuses for securities dated 10 July 2005 (the "Luxembourg Law").

Terms defined in the Base Prospectus have the same meaning when used in this Second Supplement.

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have already agreed to purchase or subscribe for the securities before this Second Supplement is published have the right, exercisable within a time limit of minimum two working days after the publication of this First Supplement, to withdraw their acceptances.

This Second Supplement has been prepared pursuant to Article 16 of Prospectus Directive and Article 13 of Luxembourg Law for the following purposes:

- 1) Incorporation by reference as financial information of the English version of the Third Quarter 2009 Revenue Report of L'Air Liquide;
- 2) Incorporation by reference as recent developments of the English version of the press release "Air Liquide Third Quarter 2009 Results", published on 22 October 2009 (the "**22 October 2009 Press Release**");
- 3) Incorporation by reference as recent developments of the English version of the press release "New developments in Vietnam", published on 20 October 2009 (the "**20 October 2009 First Press Release**");
- 4) Incorporation by reference as recent developments of the English version of the press release "California: Air Liquide starts up hydrogen unit for cleaner fuels", published on 20 October 2009 (the "**20 October 2009 Second Press Release**");

5) Incorporation by reference as recent developments of the English version of the press release “China: major contract with SMIC, in Shenzhen”, published on 1 October 2009 (the “**1 October 2009 Press Release**”);

6) Incorporation by reference as recent developments of the English version of the press release “Largest European nitrogen production unit for German photovoltaic industry”, published on 21 September 2009 (the “**21 September 2009 Press Release**”);

To the best knowledge of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained in the First Supplement is in accordance with the facts and contains no omission likely to affect its import. The Issuer accepts responsibility accordingly.

Copies of the Base Prospectus and of this First Supplement may be obtained, free of charge, at the offices of each Paying Agent set out at the end of the Base Prospectus. They are available on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and on the website of the Issuer ([www.airliquide.com](http://www.airliquide.com)).

## **INCORPORATION BY REFERENCE**

The following documents are incorporated herein by reference :

**The Third Quarter 2009 Revenue Report of L’Air Liquide,**

**The 22 October 2009 Press Release,**

**The 20 October 2009 First Press Release,**

**The 20 October 2009 Second Press Release,**

**The 1 October 2009 Press Release, and**

**The 21 September 2009 Press Release.**

Copies of these documents are available on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and on the website of the Issuer ([www.airliquide.com](http://www.airliquide.com)), and may be obtained, free of charge, at the offices of the Fiscal Agent and each Paying Agent set out at the end of the Base Prospectus during normal business hours so long as any of the Notes are outstanding.

### **Documents:**

<b>FINANCIAL INFORMATION</b>		<b>Pages</b>
<b>Third Quarter 2009 Revenue Report</b>	Unaudited Consolidated Revenue	Pages 1 to 8

<b>RECENT DEVELOPMENTS</b>		<b>Pages</b>
<b>The 22 October 2009 Press Release</b>		Page 1
<b>The 20 October 2009 First Press Release</b>		Pages 1 to 2
<b>The 20 October 2009 Second Press Release</b>		Pages 1 to 2
<b>The 1 October 2009 Press Release</b>		Pages 1 to 2
<b>The 21 September 2009 Press Release</b>		Pages 1 to 2