



FIRST SUPPLEMENT DATED 17 SEPTEMBER 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 "First Supplement") is supplemental to, and must be read in conjunction with, 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 and the First 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 First 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 First 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 First 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 First Half 2009 Financial Report of L'Air Liquide;
- 2) Incorporation by reference as recent developments of the English version of the press release "Air Liquide Half Year 2009 Results", published on 30 July 2009 (the "**30 July 2009 Press Release**");
- 3) Incorporation by reference as recent developments of the English version of the press release "Middle-East: start-up of new units", published on 28 July 2009 (the "**28 July 2009 Press Release**");
- 4) Incorporation by reference as recent developments of the English version of the press release "United Kingdom: Air Liquide confirms its ambitions in Healthcare market", published on 24 July 2009 (the "**24 July 2009 Press Release**");

- 5) Incorporation by reference as recent developments of the English version of the press release “Start-up of two very large air separation units in China”, published on 23 July 2009 (the “**23 July 2009 Press Release**”);
- 6) Incorporation by reference as recent developments of the English version of the press release “Saudi Arabia: acquisition of 75% of Al Khafrah Industrial Gases”, published on 8 July 2009 (the “**8 July 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) and on the website of the Issuer (www.airliquide.com).

INCORPORATION BY REFERENCE

The following documents are incorporated herein by reference :

- The First Half 2009 Financial Report of L’Air Liquide,**
- The 30 July 2009 Press Release,**
- The 28 July 2009 Press Release,**
- The 24 July 2009 Press Release,**
- The 23 July 2009 Press Release, and**
- The 8 July 2009 Press Release.**

Copies of these documents are available on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of the Issuer (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:

FINANCIAL INFORMATION		Pages
First Half 2009 Financial Report	Consolidated Income Statement	Page 11
	Consolidated Balance Sheet	Pages 12-13
	Consolidated Statement of Cash Flows	Pages 14-15
	Consolidated Statement of Changes in Equity from 1 January 2009 to 30 June 2009	Page 16
	Accounting Principles	Pages 20-22
	Notes to Condensed Consolidated Financial Statements for the half-year ended 30 June 2009	Pages 23-35
	Statutory Auditors’ Review Report on the First Half 2009 Financial Report	Page 36

RECENT DEVELOPMENTS	Pages
The 30 July 2009 Press Release	Pages 1 to 2
The 28 July 2009 Press Release	Pages 1 to 2
The 24 July 2009 Press Release	Pages 1 to 2
The 23 July 2009 Press Release	Pages 1 to 2
The 8 July 2009 Press Release	Pages 1 to 2

Any information not listed in the cross reference list but included in the documents incorporated by reference is given for information purpose only.