



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
MARKET REGULATION

June 22, 2006

Mr. John A. Healy  
Clifford Chance US LLP  
31 West 52<sup>nd</sup> Street  
New York, NY 10019

Re: Proposed Offer for Shares of Associated British Ports Holdings plc  
File No. TP 06-83

Dear Mr. Healy:

We are responding to your June 22, 2006 letter to James A. Brigagliano. Our response is attached to the enclosed copy of your letter to avoid having to recite or summarize the facts set forth in your letter. Unless otherwise noted, capitalized terms in this letter have the same meaning as in your letter.

On the basis of your representations and the facts presented, but without necessarily concurring in your analysis, the United States Securities and Exchange Commission ("Commission") hereby grants an exemption from Rule 14e-5 under the Securities Exchange Act of 1934 ("Exchange Act") to permit the Prospective Purchasers to purchase or arrange to purchase Associated British Ports Holdings plc ("ABPH") Shares pursuant to the Offer, particularly in light of the following facts:

- The Offer is required to be conducted in accordance with the City Code on Takeovers and Mergers ("Code") as well as the rules and regulations of the UK Listing Authority ("Listing Rules");
- ABPH, a public limited company incorporated under the laws of England and Wales, is a "foreign private issuer," as defined in Rule 3b-4(c) under the Exchange Act;
- Any purchases of Shares of ABPH by the Prospective Purchasers will be subject to the Code; and
- The existence of the Memorandum of Understanding on Exchange of Information between the Commission and the United Kingdom Department of Trade and Industry in Matters Relating to Securities and the United States Commodity Futures Trading Commission and the United Kingdom Department of Trade and Industry in Matters Relating to Futures dated September 25, 1991.























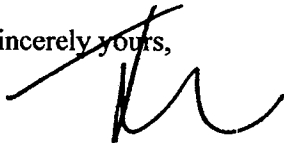
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If you have any questions or require any additional information, please contact me at (212) 878-8281 or my colleague Alfred Ricotta at (212) 878-3143. We respectfully request that you contact us before issuing a written response to the request for exemptive relief presented in this letter.

Sincerely yours,

A handwritten signature in black ink, appearing to be 'John A. Healy', written over the text 'Sincerely yours,'.

John A. Healy

cc: Office of Freedom of Information and Privacy Act Operations