

Air Products and Chemicals, Inc.
 7201 Hamilton Boulevard
 Allentown, PA 18195-1501
 Telephone (610) 481-7067
 Fax (610) 481-5765

Office of the Corporate Secretary



28 February 1997

Secretary of Labor
 Top Hat Plan Exemption,
 Pension and Welfare Benefits Administration
 Room N-5644
 U.S. Department of Labor
 200 Constitution Avenue N.W.
 Washington, D.C. 20210

Re: Air Products and Chemicals, Inc. ("Air Products")
Employer Identification Number 23-1274455

97MAR10 PM 3:37
 091-PWDA

Dear Gentlemen/Ladies:

Air Products and Chemicals, Inc. (the "Company") of 7201 Hamilton Boulevard, Allentown, Pennsylvania 18195-1501 hereby makes a declaration that it maintains the following contractual arrangement which, if or to the extent it is a "plan" as defined in Title I of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), is a plan primarily for the purpose of providing deferred compensation, as referred to in C.F.R. Section 2520.104-23(d) for a select group of management or highly compensated employees: an incentive program for future delivery of shares of Company common stock currently covering 172 active employees.

Filing this letter is intended to be the filing of a statement with the Department of Labor required for the alternative method of compliance with the reporting and disclosure provisions of Part 1 of Title I of ERISA contemplated by C.F.R. Section 2520.104-23 as to the arrangement referred to herein, if and to the extent such arrangement is a "pension plan," as defined in Title I of ERISA, but does not constitute an acknowledgment for any other purpose by the Company or any other person that such arrangement constitutes an ERISA plan.

Respectfully,

Karen G. Wright /Assistant Corporate Secretary
 on behalf of C. T. P. Parker, Plan Administrator
 Director of Compensation and Benefits

cc: C. T. P. Parker