



Office of the Secretary

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

December 15, 2005

Lyubomir G. Georgiev, Esq.
Jones Day
51 Louisiana Avenue, N.W.
Washington, DC 20001-1700

Re: *The Procter & Gamble Company and The Gillette Company*
File No. 051-0115

Dear Mr. Georgiev:

This letter responds to the November 4, 2005, Divestiture Petition ("Petition") of The Procter & Gamble Company ("P&G") requesting that the Commission approve P&G's proposed divestiture of the Rembrandt Assets to Johnson and Johnson ("J&J"), pursuant to the order in this matter. The application was placed on the public record for comments until December 7, 2005, and no comments were received.

After consideration of the proposed divestiture as set forth in the Petition and supplemental documents, as well as other available information, the Commission has determined to approve the proposed divestiture of the Rembrandt Assets to J&J. In according its approval, the Commission has relied upon the information submitted and representations made in connection with P&G's Petition, and has assumed them to be accurate and complete.

By direction of the Commission, Chairman Majoras and Commissioner Harbour recused.

Donald S. Clark
Secretary

cc: Ann Malester
1300 Eye Street, N.W.
Suite 900
Washington, DC 20005