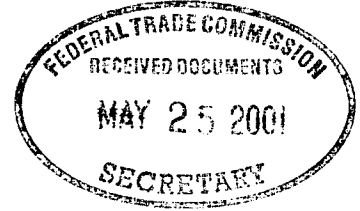


**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

_____)
IN THE MATTER OF)
)
H. J. HEINZ COMPANY,)
a corporation)
)
MILNOT HOLDING CORPORATION)
a corporation)
)
and)
)
MADISON DEARBORN CAPITAL)
PARTNERS, L.P.,)
a limited partnership)
_____)



COMPLAINT COUNSELS' MOTION TO DISMISS

Pursuant to Commission Rule of Practice § 3.22, Complaint Counsel hereby ask Your Honor to dismiss this matter. H.J. Heinz and Milnot Holding Corporation abandoned the transaction immediately after the D.C. Circuit's decision in *F.T.C. v. H.J. Heinz Co.*, et al., Case No. 00-5362 (D.C. Cir. 2001), and counsel for both of these companies have consented to the filing of this Motion to Dismiss.

Dated: May 25, 2001

Respectfully Submitted,

Paul Nolan by DBJ

Paul Nolan
James Fishkin

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

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H. J. HEINZ COMPANY,)
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)
MILNOT HOLDING CORPORATION)
a corporation)
)
and)
)
MADISON DEARBORN CAPITAL)
PARTNERS, L.P.,)
a limited partnership)

ORDER DISMISSING PROCEEDING

The above-captioned matter is hereby DISMISSED, as H. J. Heinz and Milnot Holding Corporation abandoned the transaction immediately after the D.C. Circuit's decision in *F. T. C. v. H. J. Heinz Co., et. al.*, Case No. 00-5362 (D.C. Cir. 2001), and counsel for both of these companies have consented to dismissal.

SO ORDERED this ____th day of May 2001.

D. Michael Chappell
Administrative Law Judge

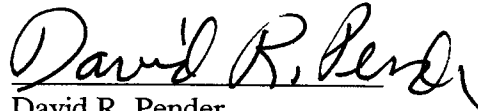
CERTIFICATE OF SERVICE

I, David R. Pender, hereby certify that on May 25, 2001, a copy of the Complaint Counsel's Motion to Dismiss was served by hand delivery to the following persons:

The Honorable D. Michael Chappell
Administrative Law Judge
600 Pennsylvania Avenue, N. W.
Washington, D.C. 20580

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David R. Pender