

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

COMMISSIONERS: Timothy J. Muris, Chairman  
Sheila F. Anthony  
Mozele W. Thompson  
Orson Swindle  
Thomas B. Leary

**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.**

**Docket No. 9295**

**ORDER DISMISSING COMPLAINT**

On July 14, 2000, the Commission filed a complaint in the United States District Court for the District of Columbia for a preliminary injunction to prevent H.J. Heinz Company ("Heinz") from acquiring any stock, assets, or other interest of Milnot Holding Corporation, the parent company of Beech-Nut Nutrition Corporation.<sup>1</sup> On October 18, 2000, the District Court denied the Commission's request for a preliminary injunction. *FTC v. H.J. Heinz Co.*, 116 F. Supp. 2d 190 (D.D.C. 2000). On November 8, 2000, the United States Court of Appeals for the District of Columbia Circuit enjoined the transaction, pending its ruling on the Commission's appeal from the District Court decision. On November 22, 2000, the Commission issued the administrative

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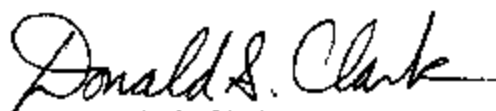
<sup>1</sup> The vote to authorize the filing of the federal court action was 3-2, with former Chairman Pitofsky, Commissioner Thompson, and Commissioner Leary voting in the affirmative, and Commissioner Anthony and Commissioner Swindle voting in the negative.

complaint in this matter.<sup>2</sup> On April 27, 2001, the Court of Appeals issued a decision “revers[ing] the district court’s denial of preliminary injunctive relief and remand[ing] the case for entry of a preliminary injunction pursuant to section 13(b) of the Federal Trade Commission Act.” *FTC v. H.J. Heinz Co.*, 246 F.3d 708 (D.C. Cir. 2001). Thereafter, the Respondents abandoned the transaction.

On May 25, 2001, Complaint Counsel, with the consent of the Respondents, filed a motion to dismiss the administrative complaint in this matter, pursuant to Section 3.22 of the Commission Rules of Practice, 16 C.F.R. § 3.22 (2001). Under the circumstances of this case, the Commission has determined that further proceedings are not in the public interest. Therefore,

IT IS ORDERED that the administrative complaint in this matter be, and it hereby is, dismissed.

By the Commission, Chairman Muris recused.



Donald S. Clark  
Secretary

Issued: December 4, 2001

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<sup>2</sup> The vote to issue the administrative complaint was 3-2, with former Chairman Pitofsky, Commissioner Thompson, and Commissioner Leary voting in the affirmative, and Commissioner Anthony and Commissioner Swindle voting in the negative.