



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

Office of the Secretary

July 20, 2004

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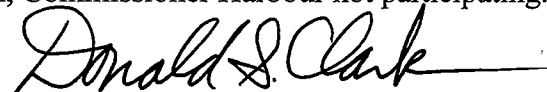
Re: *Nestlé Holdings, Inc., et al.*  
*Docket No. C-4082*

Dear Mr. Larson:

This letter responds to the June 25, 2004 Request for Extension of the Decision and Order ("Request") requesting that the Commission extend the effective period of certain agreements related to the divestiture in this matter pending a Commission decision on the June 25, 2004 Request to Reopen Proceedings and Modify Decision and Order filed by Respondents.

The Commission has approved the Request. Respondents have made good arguments that the Commission should reopen and modify the order as requested by Respondents and complying with the terms of the Order in the meantime would render the requested reopening moot. These unusual circumstances establish good cause to extend the effective period of the agreements pending a Commission decision on the reopening. In according its approval, the Commission has relied upon the information submitted and representations made in connection with the Request and has assumed them to be accurate and complete.

By direction of the Commission, Commissioner Harbour not participating.

  
Donald S. Clark  
Secretary

cc: Kristin Adrian  
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and General Counsel  
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