



Office of the Secretary

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

July 2, 2004

Joseph D. Larson, Esq.  
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New York, NY 10019-6150

Re: *Nestlé Holdings, Inc., Dreyer's Grand Ice Cream Holdings, Inc., and Dreyer's Grand Ice Cream, Inc., Docket No. C-4082*

Dear Mr. Larson:

This letter responds to the May 25, 2004 Requests for Prior Approval and to Reopen Proceedings and Modify Decision and Order ("Request") requesting that the Commission reopen and modify the Order in Docket No. C-4082 and grant prior approval to certain changes to the divestiture agreements. Respondents also request that the Commission waive the public comment period. The Commission has determined to end the comment period.

The Commission has determined to approve the Request for prior Commission approval to the changes to the divestiture agreements. The Commission is responding to the request to reopen and modify the Order separately. 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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