



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

DEC 10 2008

Mr. Arthur Burke, Esq.
Davis Polk & Wardell
1600 El Camino Real
Menlo Park
California, 94025

Re: The Proposed Acquisition of Mentor Graphics Corporation by Cadence Design Systems, Inc., FTC File No. 081-0190

Dear Mr. Burke:

The Federal Trade Commission's Bureau of Competition has been conducting a non-public investigation to determine whether the proposed acquisition of Mentor Graphics by Cadence may violate Section 7 of the Clayton Act or Section 5 of the Federal Trade Commission Act.

Upon further review of this matter, it now appears that no additional action is warranted by the Commission at this time. Accordingly, pursuant to authority delegated by the Commission, 49 Fed. Reg. 6171, the investigation has been closed. This action is not to be construed as a determination that a violation may not have occurred, just as the pendency of an investigation should not be construed as a determination that a violation has occurred.

Sincerely yours,

A handwritten signature in black ink, appearing to read "David P. Wales".

David P. Wales
Acting Director

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DEC 10 2008

Ms. Karen Silverman, Esq.
Latham & Watkins LLP
505 Montgomery St
Suite 2000
San Francisco,
California, 94111

Re: The Proposed Acquisition of Mentor Graphics Corporation by Cadence Design Systems, Inc., FTC File No. 081-0190

Dear Ms. Silverman:

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David P. Wales
Acting Director



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