



Office of the Secretary

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

April 19, 2006

Michael N. Sohn, Esq.
Deborah L. Feinstein, Esq.
Arnold & Porter LLP
555 Twelfth Street, NW
Washington, DC 20004-1206

Re: *Boston Scientific Corporation's Proposed Acquisition of Guidant Corporation*, File No. 061-0046

Dear Mr. Sohn and Ms. Feinstein:

This letter notifies Boston Scientific Corporation ("Boston Scientific") that the Federal Trade Commission ("Commission") has approved the appointment of Neil F. Dimick, as the Proxy, and has approved the Proxy Agreement by and between Mr. Dimick and Boston Scientific signed April 4, 2006, pursuant to Paragraph VI. of the Decision and Order issued in the above-referenced matter.

In according its approval, the Commission has relied upon the information submitted and representations made by Boston Scientific and has assumed them to be accurate and complete.

By direction of the Commission, Commissioner Harbour recused.

Donald S. Clark
Secretary

cc: Neil F. Dimick
25912 Rich Springs Circle
Laguna Hills, CA 92653