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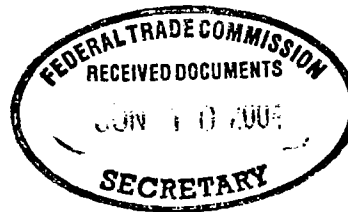
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June 9, 2004

BY FAX AND FEDERAL EXPRESS

The Honorable Donald S. Clark, Secretary
United States Federal Trade Commission, Room H-172
600 Pennsylvania Avenue, N.W.
Washington, District of Columbia 20580



Re: Nestle Holdings Inc., Transaction No. 021-0174, C-8082

Dear Mr. Clark:

Enclosed are the original and twelve copies of the public version of the parties Requests for Prior Approval and to Reopen Proceedings and Modify Decision and Order for the above-referenced transaction.

Sincerely,

Joseph D. Larson
Joseph D. Larson

Enclosures

**REQUESTS FOR PRIOR APPROVAL AND TO REOPEN PROCEEDINGS AND
MODIFY DECISION AND ORDER**

I. Introduction

Pursuant to 16 C.F.R. Section 2.51, Respondents Dreyer's Grand Ice Cream Holdings, Inc., Dreyer's Grand Ice Cream, Inc., and Nestlé Holdings, Inc., (collectively, "Respondents") request that the Federal Trade Commission (the "Commission"), to the extent necessary, reopen the proceeding in the above-captioned matter for the purposes of modifying the Decision and Order and approving certain amendments to the divestiture agreements. As set forth below, Respondents make this request at the behest of CoolBrands International Inc. and its subsidiary Integrated Brands, Inc., the divestiture buyer in this proceeding (collectively, "CoolBrands"). This request is based upon changed factual conditions and the requested modifications and amendments are in the public interest insofar as they enable the divestiture buyer to compete more effectively in the marketplace. Because CoolBrands has first-hand knowledge of the facts relevant to the requested modifications and amendments, attached hereto as Exhibit 1 is an affidavit from David Stein, the President and Co-Chief Executive Officer of CoolBrands International, Inc. Although Respondents can not independently confirm most of the statements in the attached affidavit, Respondents has no reason to doubt the complete accuracy of the attached.

Dreyer's requests that the Commission waive the public comment period for this proceeding because (i) the parties would have to redact almost the entire request for modification and attachments thereto because most of the contents are sensitive and confidential; and (ii) the delay resulting from the comment period would impose various burdens upon CoolBrands and Dreyer's over the next few months – which would otherwise be obviated by the requested modifications. Hence, Dreyer's respectfully requests that the Commission review this request on an expedited basis or grant an interim extension of the transition period through the upcoming summer season, which is the peak sales-season for ice cream.

II. Summary of Requested Modifications to Decision and Order and Divestiture Agreements

Specifically, as set forth in more detail in the attached affidavit from Mr. Stein, Respondents understands that due to logistical issues discovered and new business opportunities developed since the Decision and Order was finalized, CoolBrands requests the following modifications in order to successfully execute CoolBrands' new business opportunities, improve CoolBrands' operating efficiencies, and avoid substantial capital expenditures that serve no useful long term purpose. Respondents are sponsoring CoolBrands' requests because the requests will either not adversely impact Dreyer's or will confer some benefit to Dreyer's.

1. *In order to insure the competitiveness of CoolBrands distribution business and Dreyer's "premium" business, Dreyer's and CoolBrands propose to amend their Grocery Carrier and Non-Grocery Distribution Agreements, which are incorporated into the Decision and Order, to authorize CoolBrands to deliver [REDACTED].*

PUBLIC VERSION

The Grocery Carrier Agreement and Non-Grocery Distribution Agreement (collectively, the “drayage agreements”) provide that CoolBrands can dray the [REDACTED] products in the divestiture markets. But Dreyer’s also has [REDACTED] product lines that Dreyer’s would continue to deliver itself. Dreyer’s has approached a number of its retailer customers in the divestiture markets to discuss having CoolBrands deliver Dreyer’s [REDACTED] products pursuant to the drayage agreements. Certain of these customers have expressed displeasure with this proposed change because it is inconvenient to the customer and asked that they receive deliveries of Dreyer’s entire [REDACTED] line from only one distributor. Dreyer’s believes that if it were forced to split the delivery of its [REDACTED] product lines, Dreyer’s would likely suffer competitive harm especially vis-à-vis [REDACTED].

In contrast, Dreyer’s has received no customer complaints related to CoolBrands’ drayage of the [REDACTED] products and Dreyer’s believes that CoolBrands’ continued delivery of [REDACTED] would have no adverse effect on the competitiveness of the line. Note that CoolBrands will not receive any material competitive information as the delivery agent for [REDACTED].

. Approximately [REDACTED]

. For [REDACTED]

information about remaining [REDACTED]

. As such, CoolBrands will receive no customer pricing [REDACTED]

. As to the [REDACTED]

. Also, by the time CoolBrands [REDACTED]

. This is because retailers set their promotion schedules at least three months in advance. When Dreyer’s and CoolBrands are competing for promotion slots at that time, CoolBrands has no information as to Dreyer’s pricing or marketing plans. Thus, there is little, if any, incremental information CoolBrands will receive [REDACTED]

. Most importantly, [REDACTED]

Dreyer’s understands that CoolBrands has independent reasons for requesting these amendments, as set forth in the attached affidavit from Mr. Stein.

For the reasons above, Dreyer’s and CoolBrands propose amending the drayage agreements. The proposed amendments, signed by both parties, are attached hereto as Exhibit 2. Note that the Decision and Order will not need to be modified. The Decision and Order, at II. I., provides:

“At the request of the Commission Approved Acquirer, Dreyer’s shall enter into an agreement with the Commission Approved Acquirer for a period not to exceed five (5) years whereby Dreyer’s will supply sufficient volumes of frozen dessert

products to the Commission Approved Acquirer in a manner designed to enable the Commission Approved Acquirer to operate the Distribution Assets at a profit. Entry into and compliance with the Integrated Brands Agreement meets this requirement.”

The proposed change is consistent with this language because (i) [REDACTED] is a frozen dessert product, (ii) CoolBrands has informed Dreyer’s that it can operate at a profit by draying [REDACTED], and (iii) absent this change, CoolBrands would probably not be able to operate the distribution assets at a profit because of the significant costs CoolBrands would have to [REDACTED]

Thus, Respondents believe that the Commission does not need to formally approve the proposed amendments to the drayage agreements. However, if the Commission believes that such amendments require Commission approval, then Respondents herewith request such approval.

2. *Dreyer’s and CoolBrands also propose to amend the drayage agreements to enable CoolBrands to [REDACTED]*

Transferring [REDACTED] greatly simplifies the accounting and cash settlement process and [REDACTED], which in turn will save CoolBrands and Dreyer’s substantial accounting and administrative expenses. At the same time, this modification does not change Dreyer’s current responsibility [REDACTED]

. In fact, [REDACTED]

. With [REDACTED]
CoolBrands receives no pricing information for these products. - [REDACTED]

Dreyer’s understands that CoolBrands has independent reasons for requesting these amendments, as set forth in the attached affidavit from Mr. Stein.

For the reasons above, Dreyer’s and CoolBrands propose amending the drayage agreements. The proposed amendments, which are signed by both parties, are attached hereto as Exhibit 2. The Decision and Order says nothing about this subject and thus will not need to be modified.

Given that this is a technical change solely for accounting reasons, Respondents believes that the Commission does not need to formally approve the proposed amendments to the drayage agreements. However, if the Commission believes that such amendments require Commission approval, then Respondents herewith requests such approval.

PUBLIC VERSION

and in the attached affidavit from David Stein, the requirements that are the subject of this Request for Modification impose unnecessary financial and logistical burdens upon CoolBrands as well as Respondents with little, if any, offsetting benefits to customers or consumers.

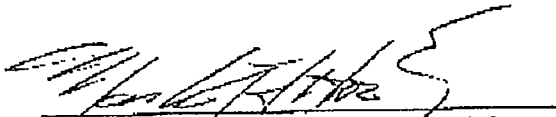
At the same time, the requested changes described in this Request for Modification will have the direct result of making CoolBrands a more effective competitor, with no offsetting adverse effects upon competition. To the contrary, the requested relief will allow CoolBrands to better service its customer base, which in turn benefits consumers.

Due to these various impending deadlines, Respondents request a waiver of the public comment period and expedited review and approval of this request or an interim extension of the transition period.

Respectfully submitted.

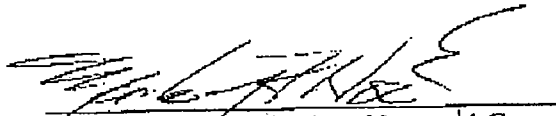
Dated: May 21, 2004

DREYER'S GRAND ICE CREAM HOLDINGS, INC.



Mark LeHoocky, Vice President and General Counsel

DREYER'S GRAND ICE CREAM, INC.



Mark LeHoocky, Vice President and General Counsel

Respectfully submitted.

Dated: May 24, 2004

NESTLÉ HOLDINGS, INC.



Kristin Adrian, Senior Vice President and General Counsel