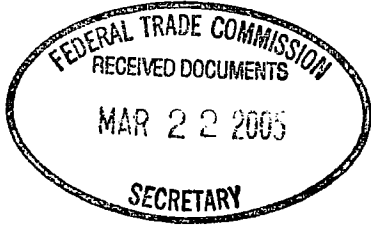


UNITED STATES OF AMERICA  
BEFORE FEDERAL TRADE COMMISSION



In the Matter of )  
Nestlé Holdings, Inc., )  
A corporation, )  
)  
Dreyer’s Grand Ice Cream Holdings, Inc., )  
A corporation, )  
)  
and )  
)  
Dreyer’s Grand Ice Cream, Inc., )  
A corporation. )  
)

File No. 021-0174  
C4082

REQUEST 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., and Dreyer’s Grand Ice Cream, 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. 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.

Respondents also respectfully request that the Commission review this request on an expedited basis.

Because this Request and its enclosures contain confidential and competitively sensitive business information – the disclosure of which may prejudice Respondents and CoolBrands or cause harm to the ongoing competitiveness of their respective businesses – Respondents have redacted such confidential information from the public version of the Request and its enclosures. The Respondents request that the confidential version of this petition and its enclosures and the information contained therein be accorded confidential treatment pursuant to all applicable laws and regulations.

## II. Summary of Requested Modification to Decision and Order

*CoolBrands and Dreyer's propose to extend portions of the Transition Services Agreement for an additional twelve months.*

Respondents understand that due to integrating recent transactions, SEC compliance efforts, altered timelines for transitioning the manufacture of the divested products from Dreyer's to CoolBrands (in compliance with previously approved modifications to the Order) and the untimely death of their Chairman and co-CEO, Richard Smith, CoolBrands requests the following modification in order to avoid damage to the divested brands and distribution business CoolBrands acquired. Respondents are sponsoring CoolBrands' request because the request will not adversely impact Dreyer's and will confer some benefit to Dreyer's.

CoolBrands management resources have been diverted, and will be diverted for the foreseeable future, on integration of a recent major acquisition [REDACTED], as well as restructuring to fill the void created by the loss of Mr. Smith. In addition, pursuant to the previously approved modification to the Order (which included an extension of the Co-Packing Agreement), Dreyer's has continued to manufacture the divested products which has prolonged the need for certain consumer support services. CoolBrands will not be able to prepare to assume certain of the back-office functions being provided by Dreyer's pursuant to the Transition Services Agreement.

[REDACTED]. CoolBrands will not be able to make other arrangements for the provision of these services by April 1, 2005. Without these services, CoolBrands will not be able to [REDACTED].

[REDACTED]. CoolBrands will effectively be unable to operate the divested businesses for the several months it would take to make other arrangements. Such a business disruption could cause the divested businesses serious damage.

CoolBrands and Dreyer's are requesting a [REDACTED] extension in order to insure there is enough time for an orderly transition. Note that nothing will be done during the summer months because this is the peak ice cream selling season and both companies will need to focus their resources on their business during that period.

Attached as Exhibit 1 is a copy of a proposed amendment to the Transition Services Agreement, which is on the same terms and conditions as the original Transition Services Agreement.

## III. The requested modification to the decision and order and underlying divestiture agreements is based upon changed factual conditions and are in the public interest.

Pursuant to Section 2.51 of Title 16 of the Code of Federal Regulations, any person or entity subject to a Commission decision and order may request that the Commission reopen the proceeding and modify an existing decision and order. Pursuant to subsection (b) of Section 2.51, the request for reopening and modification should demonstrate those facts showing changed conditions and the reasons for the requested modification, as well as why the public

interest is served by such requested modification. Dreyer's submits that the requested modification is in the public interest and based upon changed conditions, as detailed above.

**IV. Expedited review is requested in order to avoid unnecessary expense to the parties and disruption of service to customers and consumers.**

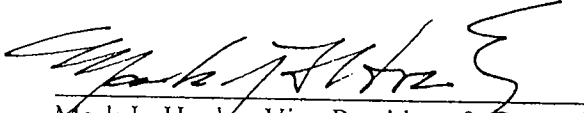
Under the terms of the existing Decision and Order, Respondents are required to complete or fully execute various provisions of that Decision and Order by April 1, 2005. As noted above, CoolBrands will effectively not be able to operate the divested businesses without the requested extension of portions of the Transition Services Agreement. At the same time, the requested 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 will benefit 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.

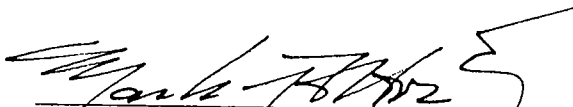
Dated: March 14, 2005

DREYER'S GRAND ICE CREAM HOLDINGS, INC.

  
Mark LeHocky, Vice President & General Counsel

  
DEBORAH K. ALEXANDER  
Notary Public, State of New York  
No. 01AL5070046  
Qualified in Kings County  
Commission Expires December 9, 2006

DREYER'S GRAND ICE CREAM, INC.

  
Mark LeHocky, Vice President & General Counsel