



Office of the Secretary

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

May 17, 2006

Claudia R. Higgins, Esq.
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Suite 1100
Washington, D.C. 20005

Re: Proposed Sale of the Meow Mix Company
In the Matter of Nestle Holdings, Inc. And Ralston Purina Company
Docket No. C-4028

Dear Ms. Higgins:

This is in reference to the Petition of The Cypress Group, LLC for Prior Approval of the Sale of The Meow Mix Company to Del Monte Foods, filed by The Cypress Group ("Cypress") and received March 22, 2006. Pursuant to the Decision and Order in Docket No. C-4028, Cypress requests prior approval of its proposal to sell The Meow Mix Company to the Del Monte Corporation.

After consideration of Cypress' Petition and other available information, the Commission has determined to approve the proposed sale as set forth in Cypress' Petition. In according its approval, the Commission has relied upon the information submitted and the representations made in connection with Cypress' Petition, assuming them to be accurate and complete.

By direction of the Commission.

Donald S. Clark
Secretary

cc: Frank M. Hinman, Esq.
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