



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

MAY 15 2009

Paul T. Denis, Esq.
Dechert LLP
1775 I Street, N.W.
Washington, D.C. 20006

Re: Kellogg Company / Wholesome & Hearty Foods Company
File No. 081 - 0048

Dear Mr. Denis:

The Commission has been conducting an investigation to determine whether the acquisition by the Kellogg Company of the Wholesome & Hearty Foods Company violated 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 further 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. The Commission reserves the right to take such further action as the public interest may require.

Sincerely yours,

Norman Armstrong, Jr.

Norman Armstrong, Jr.
Acting Deputy Director