



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

Office of the Director  
Bureau of Competition

NOV 12 2009

Yvonne S. Quinn  
Sullivan & Cromwell LLP  
125 Broad Street  
New York, NY 10004-2498

**Re: The Proposed Acquisition of THL-SC Bedding Company by AOT Bedding Super Holdings, LLC., FTC File No. 0910108**

Dear Ms. Quinn:

The Federal Trade Commission's Bureau of Competition has been conducting a non-public investigation to determine whether the proposed acquisition of THL-SC Bedding Company by AOT Bedding Super Holdings, LLC may violate 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 additional action is warranted by the Commission at this time. Accordingly, pursuant to authority delegated by the Commission, 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,

A handwritten signature in black ink, appearing to read "Richard A. Feinstein".

Richard Feinstein  
Director