

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



June 26, 1996

Richard C. Weisberg, Esq.
Simpson, Thacher & Bartlett
425 Lexington Avenue
New York, NY 10017-3954

Re: The Stop & Shop Companies, Inc., et al.
Docket No. C-3649

Dear Mr. Weisberg:

This letter responds to the May 10, 1996, Application that you filed on behalf of your client, The Stop & Shop Companies, Inc. ("Stop & Shop") seeking prior approval by the Federal Trade Commission ("Commission") of the divestiture of seven Cape Cod, Massachusetts supermarkets to Star Markets Company, Inc. The order in Docket No. C-3649 requires prior Commission approval of the divestiture by Stop & Shop.

The Commission has determined to approve Stop & Shop's proposed divestiture. In according its approval to this divestiture, the Commission has relied upon the information submitted and representations made in connection with Stop & Shop's Application for prior Commission approval of the proposed divestiture, and has assumed them to be accurate and complete.

By direction of the Commission.

Donald S. Clark
Secretary