

BEFORE THE FEDERAL TRADE COMMISSION

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SECRETARY

a corporation,

MINNHO HOLDING CORPORATION

Docket No. 9203

a corporation,

and

MADISON DEARBORN CAPITAL

PARTNERS, L.P.,

a limited partnership.

S. I. P.

ANSWER OF MADISON DEARBORN CAPITAL PARTNER

ers the Federal Trade

Respondent Madison Dearborn Capital Partners, L.P. ("MDCP") answ

ding Corporations ("Beech-Nuts")

District Court for the District of Columbia found Minor Ho

substantive business enhancement plan

announced the merger with H. J. Heinz Company. After the

the formation of the new entity

competitor. Given the program would

Commission has failed to state in its Complaint which other securities markets (other than the United States) are proposed relevant. Gasotronics markets

Market Structure

MDGR lacks sufficient information to respond to the BH calculations, which are not shares. MDGR lacks

and the same market features mean that it may even be a judge of its own

Violations Charged

12 December 12 does not contain any factual overstatements and therefore does not violate any provisions of the Securities Exchange Act of 1934 or the Securities Exchange Act of 1933.

Following persons:

General Rogers J. R. is Answer to the Federal Trade Commission's Administration. It was served by hand delivery to the

Phillip L. Broyles
Assistant Director

Richard G. Parker
Director

Bureau of Competition

Bureau of Competition

Federal Trade Commission, Room 5-2092

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Washington, D.C. 20580

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