

WACHTELL, LIPTON, ROSEN & KATZ

MARTIN LIPTON

SCOTT CHARLES

**REQUESTS FOR PRIOR APPROVAL AND TO REOPEN PROCEEDINGS AND
MODIFY DECISION AND ORDER**

I. Introduction

Pursuant to 16 C.F.R. Section 2.51, Respondents Dreyer's Grand Ice Cream Holdings, Inc., Dreyer's Grand Ice Cream, Inc., and Nestlé Holdings, Inc., (collectively, "Respondents") request that the Federal Trade Commission (the "Commission"), to the extent necessary, reopen the proceeding in the above-captioned matter for the purposes of modifying the Decision and Order and approving certain amendments to the divestiture agreements. As set forth below, Respondents make this request at the behest of CoolBrands International Inc. and its subsidiary



This request is based upon changed factual conditions and the requested modifications and amendments are in the public interest insofar as they enable the divestiture buyer to compete more effectively in the marketplace. Because CoolBrands has first hand knowledge of the facts

The Grocery Carrier Agreement and Non-Grocery Distribution Agreement

[REDACTED]

PUBLIC VERSION

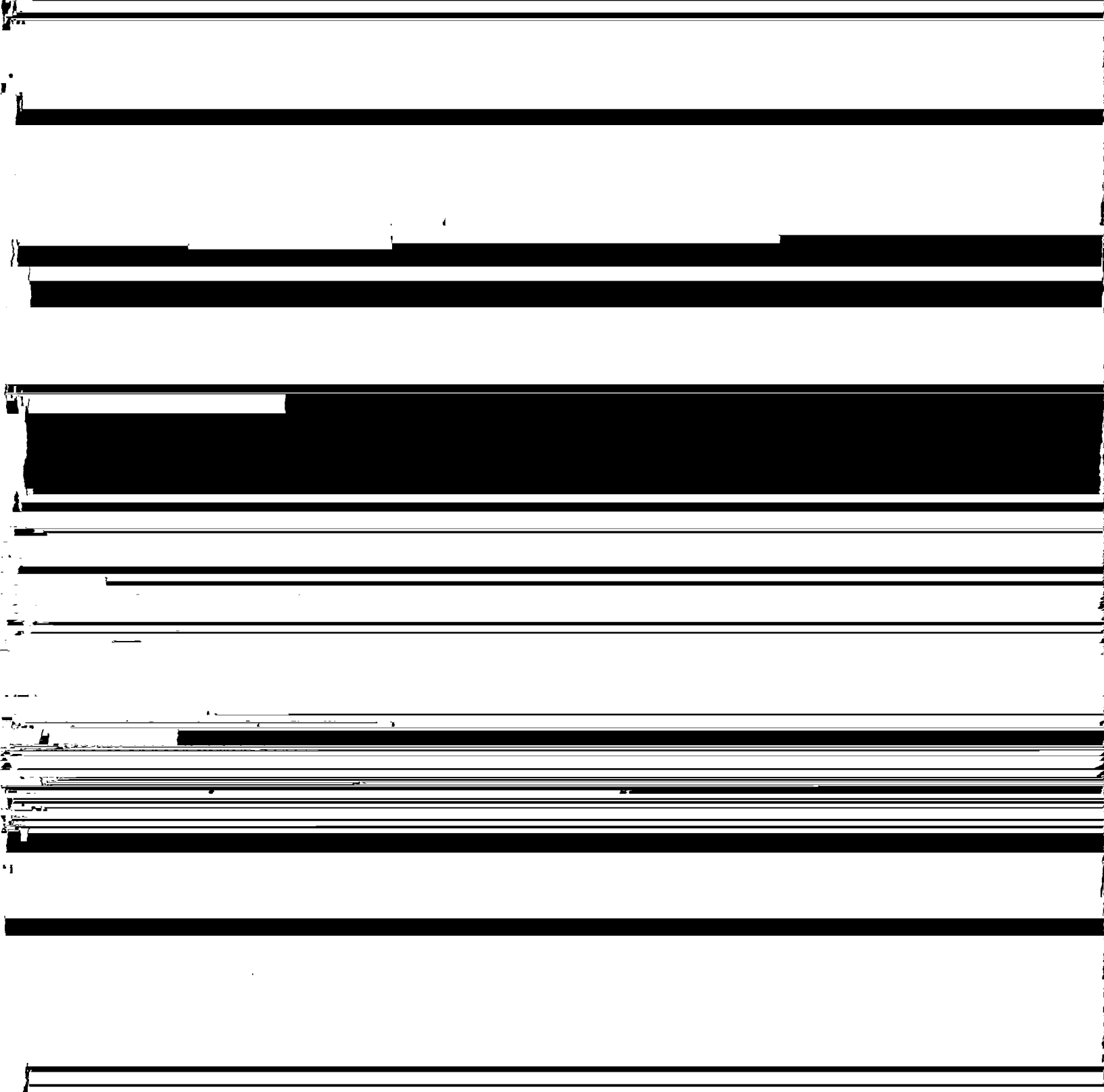
products to the Commission Approved Acquirer in a manner designed to enable the Commission Approved Acquirer to operate the Distribution Assets at a profit. Entry into and compliance with the Integrated Brands Agreement meets this requirement.”

The proposed change is consistent with this language because (i) [REDACTED] is a former director

[REDACTED]

3. *CoolBrands and Dreyer's propose to enter into a new Co-Pack Agreement for the divested products that will last for twelve months.*

Dreyer's understands that as a result of greater than anticipated demand for new products developed and manufactured by CoolBrands since the Decision and Order went into



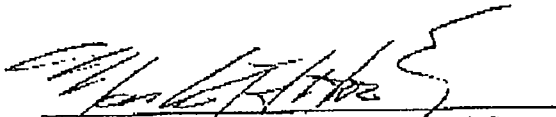
and in the attached affidavit from David Stein, the requirements that are the subject of the

Request for Modification impose unnecessary financial and logistical burdens upon CoolBrands
as well as Respondents with little, if any, offsetting benefits to customers or consumers.

Respectfully submitted.

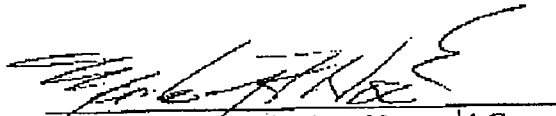
Dated: May 21, 2004

DREYER'S GRAND ICE CREAM HOLDINGS, INC.



Mark LeHoocky, Vice President and General Counsel

DREYER'S GRAND ICE CREAM, INC.



Mark LeHoocky, Vice President and General Counsel

Respectfully submitted.

Dated: May 24, 2004

William Anderson