

UNITED STATES OF AMERICA  
BEFORE FEDERAL TRADE COMMISSION



Dreyer's Grand Ice Cream Holdings, Inc.,  
A corporation,

and

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File No. 021-0174

*C4082*

**II. Summary of Requested Modification to Decision and Order**

*CoolBrands and Dreyer's propose to extend portions of the Transition Services Agreement for an additional twelve months.*

Respondents understand that due to integrating recent transactions, SEC compliance efforts, altered timelines for transitioning the manufacture of the divested brands,

from Dreyer's to CoolBrands (in compliance with previously approved modifications to the Order) and the untimely death of their Chairman and co-CEO, Richard Smith, CoolBrands requests the following modification in order to avoid damage to the divested brands and distribution business CoolBrands acquired. Respondents are sponsoring CoolBrands' request because the request will not adversely impact Dreyer's and will confer some benefit to Dreyer's.

CoolBrands management resources have been diverted, and will be diverted for the foreseeable future, on integration of a recent major acquisition [REDACTED] as well as restructuring to [REDACTED]

interest is served by such requested modification. Drever's submits that the requested

modification is in the public interest based upon changed conditions, as detailed above



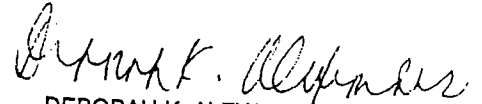
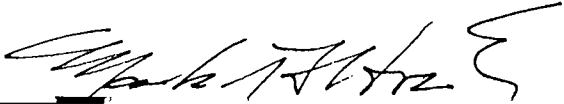
BY \_\_\_\_\_

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Respectfully submitted.

Dated: March 14, 2005

DREYER'S GRAND ICE CREAM HOLDINGS, INC.



DEBORAH K. ALEXANDER  
Notary Public, State of New York  
No. 01AL5070046  
Qualified in Kings County  
Commission Expires December 9, 2016

