



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

Paul T. Denis, Esq.
Dechert LLP
1775 I Street, N.W.
Washington, D.C. 20006

Re: Kellogg Company / Wholesome & Hearty Foods Company
File No. 081 - 0048

Dear Mr. Denis:

The Commission has been conducting an investigation to determine whether the acquisition by the Kellogg Company of the Wholesome & Hearty Foods Company violated Section 7 of the Clayton Act, Section 5 of the Federal Trade Commission Act, and