



Office of the Director
Bureau of Competition

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

AUG 29 2005

Neal R. Stoll, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036

Re: *Proposed Acquisition of May Department Stores Company*

File No. 051-0111

Dear Mr. Stoll:

The Federal Trade Commission conducted a nonpublic investigation to determine whether the proposed acquisition of May Department Stores Company by Federated Department