

Hill City, KS, Hill City Muni Takeoff Minimums and Textual DP, Orig
 Wichita, KS, Colonel James Jabara, VOR/DME RNAV RWY 18, Amdt 3A, CANCELLED
 Medina, OH, Medina Municipal, VOR RWY 27, Amdt 2
 Waverly, OH, Pike County, NDB RWY 25, Amdt 1
 Clinton, OK, Clinton Regional, RNAV (GPS) RWY 17, Orig
 Clinton, OK, Clinton Regional, RNAV (GPS) RWY 35, Amdt 1
 Clinton, OK, Clinton Regional, VOR/DME-A, Orig
 Clinton, OK, Clinton Regional, NDB RWY 35, Amdt 7, CANCELLED
 Guthrie, OK, Guthrie Muni, NDB RWY 16, Amdt 5A, CANCELLED
 Comanche, TX, Comanche County-City, RNAV (GPS) RWY 17, Orig
 Comanche, TX, Comanche County-City, Takeoff Minimums and Textual DP, Orig
 [FR Doc. 05-23850 Filed 12-9-05; 8:45 am]
BILLING CODE 4910-13-P

FEDERAL TRADE COMMISSION

16 CFR Part 303

Rules and Regulations Under the Textile Fiber Products Identification Act

AGENCY: Federal Trade Commission.

ACTION: Final rule.

SUMMARY: The Federal Trade Commission (FTC or Commission) amends the Rules and Regulations under the Textile Fiber Products Identification Act (Textile Rules) pursuant to the Miscellaneous Trade and Technical Corrections Act of 2004, enacted December 3, 2004. That Act imposes specific requirements for the disclosure of country of origin of socks included within certain Harmonized Tariff Schedule subheadings. For the affected socks, the country of origin label must be on the front of the package, adjacent to the size designation. The amendments announced herein conform the Textile Rules to the amended Textile Fiber Products Identification Act (Textile Act). Because the amendments are technical in nature and merely incorporate the statutory change, the Commission finds that notice and comment are not required. See 5 U.S.C. 553(b). For this reason, the requirements of the Regulatory Flexibility Act also do not apply. See 5 U.S.C. 603, 604.
EFFECTIVE DATE: The amended Rules are effective on March 3, 2006.

ADDRESSES: Requests for copies of the amended Rules should be sent to the Consumer Response Center, Room 202, Federal Trade Commission, 600 Pennsylvania Avenue, NW., Washington, DC 20580. The notice

announcing the amendments is available on the Internet at the Commission's Web site: <http://www.ftc.gov>.

FOR FURTHER INFORMATION CONTACT:

Carol Jennings, Attorney, cjennings@ftc.gov, or Stephen Ecklund, Senior Investigator, secklund@ftc.gov, (202) 326-2996, Division of Enforcement, Bureau of Consumer Protection, Federal Trade Commission, 600 Pennsylvania Avenue, NW., Washington, DC 20580.

SUPPLEMENTARY INFORMATION: The Textile Act, 15 U.S.C. 70, and Commission rules pursuant to the Act, 16 CFR Part 303, require that sellers of covered textile products mark each product to show: (1) The fiber content, (2) the country of origin, and (3) the identity of the manufacturer or another business responsible for marketing or handling the item. The general requirements for affixing textile labels and the arrangement of information on labels are set forth in 16 CFR 303.15 and 303.16.

The Miscellaneous Trade and Technical Corrections Act of 2004, Public Law No. 108-429, 118 Stat. 2594, amends the Textile Act by adding a new subsection, 15 U.S.C. 70b(k), which imposes special requirements for the country of origin labeling of socks that are included within subheadings 6115.92.90, 6115.93.90, 6115.99.18, 6111.20.60, 6111.30.50, and 6111.90.50 of the Harmonized Tariff Schedule of the United States, as in effect on September 1, 2003. For those socks, the country of origin marking must always be placed on the front of the package. If size information for the product also appears on the front of the package, the country of origin marking must be adjacent to the size information for the product. If no size information appears on the package or if the size information appears on the back of the package, the country of origin marking must still be placed on the front of the package. The information must be set forth in a manner that is clearly legible, conspicuous, and readily accessible to the consumer. In addition, the marking must be as indelible or permanent as the nature of the article or package will permit. For socks that are not fully enclosed in a package, but are banded together by a label or hangtag, the information must be placed on the front of the label or tag.

There is an exception to this requirement for socks included in a package that also contains other types of goods (for example, a baby outfit that includes socks as well as other items of clothing). However, such packages of multiple items must comply with other

relevant subsections of the Textile Rules. See, e.g., 16 CFR 303.28 (products contained in packages) and 303.29 (labeling of pairs or products containing two or more units).

List of Subjects in 16 CFR Part 303

Labeling, Textile fiber products identification, Trade Practices.

■ For the reasons set forth above, the Commission amends 16 CFR Part 303 as follows:

PART 303—RULES AND REGULATIONS UNDER THE TEXTILE FIBER PRODUCTS IDENTIFICATION ACT

■ 1. The authority citation for Part 303 continues to read as follows:

Authority: 15 U.S.C. 70 *et seq.*

■ 2. Section 303.15 is amended by adding paragraph (d) to read as follows:

§ 303.15 Required label and method of affixing.

* * * * *

(d) Socks provided for in subheading 6115.92.90, 6115.93.90, 6115.99.18, 6111.20.60, 6111.30.50, or 6111.90.50 of the Harmonized Tariff Schedule of the United States, as in effect on September 1, 2003, shall be marked, as legibly, indelibly, and permanently as the nature of the article or package will permit, to disclose the English name of the country of origin. This disclosure shall appear on the front of the package, adjacent to the size designation of the product, and shall be set forth in such a manner as to be clearly legible, conspicuous, and readily accessible to the ultimate consumer. *Provided, however,* any package that contains several different types of goods and includes socks classified under subheading 6115.92.90, 6115.93.90, 6115.99.18, 6111.20.60, 6111.30.50, or 6111.90.50 of the Harmonized Tariff Schedule of the United States, as in effect on September 1, 2003, shall not be subject to the requirements of this subsection.

By direction of the Commission.

Donald S. Clark,

Secretary.

[FR Doc. 05-23883 Filed 12-9-05; 8:45 am]

BILLING CODE 6750-01-P

FEDERAL TRADE COMMISSION

16 CFR Parts 801 and 803

Premerger Notification; Reporting and Waiting Period Requirements

AGENCY: Federal Trade Commission.

ACTION: Final rules.

SUMMARY: The Federal Trade Commission is amending the premerger notification rules, which require the parties to certain mergers or acquisitions to file reports with the Commission and with the Assistant Attorney General in charge of the Antitrust Division of the Department of Justice (“DOJ”) and to wait a specified period of time before consummating such transactions, pursuant to Section 7A of the Clayton Act (“the Act”). The filing and waiting period requirements enable these enforcement agencies to determine whether a proposed merger or acquisition may violate the antitrust laws if consummated and, when appropriate, to seek a preliminary injunction in Federal court to prevent consummation. If either agency determines during the waiting period that further inquiry is necessary, it can issue a Request for Additional Information and Documentary Materials (“second request”), which extends the waiting period for a specified period after all parties have complied with the request (or, in the case of a tender offer or a bankruptcy sale, after the acquiring person complies). The Commission is amending the Notification and Report Form and its Instructions (“the Form and Instructions”) to relieve some of the burden when complying with Items 4(a) and (b). Currently, paper copies of annual reports, annual audit reports and regularly prepared balance sheets and copies of certain documents, such as 10Ks filed with the Securities and Exchange Commission (“SEC”), must be provided in response to these Items. The modification of paragraph 803.2(e) will allow filing persons to provide an operative Internet address linking directly to the documents required by Items 4(a) and (b) in lieu of providing paper copies. The Commission is also amending the rules to specify that an acquiring person’s notification, and an acquired person’s notification in certain types of transactions, shall expire after eighteen months if a second request to either person remains outstanding. In addition, the Commission is making technical corrections to certain rules and to the Form and Instructions to address minor oversights in the final rules promulgated in connection with the treatment of unincorporated entities.¹

DATES: These final rules are effective January 11, 2006.

FOR FURTHER INFORMATION CONTACT: Marian R. Bruno, Assistant Director, or B. Michael Verne, Compliance

Specialist, Premerger Notification Office, Bureau of Competition, Room 303, Federal Trade Commission, Washington, DC 20580. Telephone: (202) 326-3100.

SUPPLEMENTARY INFORMATION:

Statement of Basis and Purpose

On August 15, 2005, the Commission published a Notice of Proposed Rulemaking and Request for Public Comment.² The proposed rules would allow Internet links to be used for responses to Items 4(a) and (b) of the Notification and Report Form, and would provide an expiration date for premerger notification when a second request remains outstanding. The comment period closed on October 14, 2005. No public comments were received, and the Commission, with the concurrence of the Assistant Attorney General, therefore is adopting the proposed rules as final with minor changes for clarification. The unrelated technical corrections are minor in nature and are described in the sections below.

Part 801—Coverage Rules

Section 801. Definitions

Example 3 to Paragraph 801.1(b)(2) is amended to properly reflect the application of the control test for nonprofit corporations.

Paragraph 801.1(f)(1)(i), the definition of voting securities, is amended to reflect the changes to the control test for unincorporated entities in 801.1(b). The reference to unincorporated entities having individuals exercising similar functions to directors of a corporation should have been deleted to be consistent with the test for control of unincorporated entities.

Section 801.11 Annual Net Sales and Total Assets

Section 801.11 is amended by adding a reference to an acquisition of non-corporate interests in Paragraph (e). This will allow the exclusion of cash to be used in the acquisition of non-corporate interests and the value of any securities or assets of the acquired person already held by an acquiring person with no regularly prepared balance sheet. Paragraph (e) currently already accords this treatment to acquisitions of assets or voting securities.

Section 801.14 Aggregate Total Amount of Voting Securities and Assets

Section 801.14 is amended by the addition of new Paragraph (c) that corrects an inadvertent omission of a

reference to non-corporate interests. For example, if an acquiring person is acquiring controlling interests in two unincorporated entities from the same acquired person, Section 801.14(c) will require that the value of the non-corporate interest in both entities be aggregated to determine the value of the transaction.

Part 803—Transmittal Rules

Section 803.2 Instructions Applicable to Notification and Report Form

In response to Items 4(a) and (b) of the Form, filing parties currently must provide paper copies of annual reports, annual audit reports and regularly prepared balance sheets, and copies of certain documents, such as 10K’s, filed with the SEC. Many of these documents are routinely available via the Internet on company Web sites or other Web sites. Responses to these items may often be voluminous and can account for the bulk of documents submitted with the Form.

In view of the ease with which the antitrust agencies can access these documents via the Internet, the modification of paragraph 803.2(e) and Instructions to the Form will allow filing parties to provide an Internet address linking directly to the documents required by Items 4(a) and 4(b) in lieu of providing paper copies. Note that the Internet link must not require payment for access. Incorporating documents by reference to Internet Web pages only applies to Items 4(a) and 4(b) and will not be available for responding to other items on the Form.

It remains the filer’s duty to ensure that the filing is accurate and complete, as attested by the filer’s certification signature. Accordingly, Section 803.2 is amended to provide that if an Internet link submitted is, or becomes inoperative, or the document it is linked to is incomplete such that the documents required by Items 4(a) or 4(b) are not available for review by the FTC and DOJ, the filer shall make the document(s) available by referencing an operative Internet link(s) or provide paper copies of the relevant document(s) by 5 p.m. on the business day following any request by the FTC or the DOJ. Failure to provide requested documents by the close of the next business day will result in notice of a deficient filing under Section 803.10(c)(2). Given the ability to incorporate such documents by linking, the previous option to cite the date and place of filing if copies are not readily available is no longer necessary, and is

¹ 70 FR 11502 (March 8, 2005).

² 70 FR 47733 (August 15, 2005).

accordingly deleted from the Instructions.

Section 803.7 Expiration of Notification

The Commission and the DOJ have encountered instances where, after parties make premerger notification filings and after second requests are issued, the parties make no effort to comply with the second requests. Generally this occurs when the parties have decided not to go forward with the proposed acquisition. In nearly all of these instances, the parties have voluntarily withdrawn their premerger notification filings. The agency is then able to close its investigation, as there no longer is a transaction pending with a waiting period.

In some instances, however, the parties have refused to withdraw their notifications, even though they lack a present intention to undertake the acquisition. In such instances, the agency's investigation remains open indefinitely because the waiting period is suspended, and would only begin to run for the final 30 days if and when there were compliance with the second requests.

The information contained in the parties' notifications becomes stale with the passage of time. In order to conduct the meaningful review contemplated by the Act, the agencies require current information pertaining to the competitive implications of transactions. Indeed, since the rules' inception in 1978, Section 803.7 has provided that notification with respect to an acquisition shall expire one year following expiration of the waiting period. As the Statement of Basis and Purpose ("SBP") states, "If the acquisition is to be consummated after that time, the possibility of changed circumstances warrants a fresh review by the enforcement agencies." 43 FR 33450, 33512 (July 31, 1978). Fresh review of a proposed acquisition cannot be assured when the information contained in the parties' notification has become outdated.

Further, Section 803.21 requires that all additional information or documentary material sought via a second request (or partial submission accompanied by a Section 803.3 statement of reasons for noncompliance) "be supplied within a reasonable time." Although the SBP accompanying the promulgation of Section 803.21 states that the rule was "designed primarily to prevent an acquired person in a transaction subject to Section 801.30

from frustrating the acquisition[.]"³ the wording of the rule does not limit its application to certain types of transactions or persons.

While Section 803.21 requires compliance with all second requests "within a reasonable time[.]" it does not define "a reasonable time" and does not expressly provide the consequences for noncompliance. The Commission believes however, that there would come a point when the agency would have sound legal basis under Section 803.21 for disregarding, rejecting or deeming withdrawn or expired a notification where the party had failed to comply with a second request.

The Commission believes that it is preferable and would improve the certainty of the premerger notification process to clearly identify the specific time at which an acquiring person's notification (or an acquired person's notification in a non-Section 801.30 transaction) will expire if a second request remains outstanding to that person. Such date will be 18 months from the date of the initial notification (which typically would be approximately 17 months from the issuance of the second request). The Commission is not aware of any second request compliance ever having taken that long. Even in instances where the parties may have reason to delay their second request response for some period of time,⁴ eighteen months should provide them ample time. Beyond that time, the Commission believes that a more up-to-date notification should be provided, triggering a new waiting period.

This 18-month requirement is contained in Section 803.7, entitled "Expiration of Notification." Section 803.7 now has two subsections: (a)

³ 43 FR 33450, 33516 (July 31, 1978). The SBP goes on to state that absent Section 803.21, "an uncooperative acquired person could delay the expiration of the waiting period indefinitely by not responding" to a second request. Section 801.30 transactions are essentially non-consensual transactions, including tender offers, purchases from third parties, and open market purchases. While the Act addresses this problem in the context of tender offers by providing that a second request to an acquired person in a tender offer does not extend the waiting period, the problem would exist for other types of non-consensual, Section 801.30 transactions without Section 803.21. "Rather than extend [tender offer] treatment to all other Section 801.30 transactions, the Commission opted to impose a general obligation on all recipients to respond within a reasonable time." *Id.*

⁴ For example, the transaction may be subject to approval by a regulatory agency, which might take longer than HSR review. In that situation, the parties may not want their notification to expire before the expected regulatory agency approval is received. In such an extreme instance, the parties could also help themselves by delaying making their HSR filings to coincide more closely with the regulatory agency approval.

addressing expiration of notification when the waiting period has expired, and (b) addressing expiration of notification due to failure to comply with a second request.

The Commission is modifying Section 803.7 rather than Section 803.21 because the "stale filings" situations that the agencies have encountered are separate and distinct from the problem, addressed by the "reasonable time" requirement of Section 803.21, where an acquired person in a Section 801.30 transaction is trying to frustrate an acquisition. Indeed, the new rule excludes acquired persons in Section 801.30 transactions so as not to recreate the problem that Section 803.21 was designed to address. The new rule also fits well within the caption of Section 803.7, because it deals with expiration of notification.

This amendment applies to transactions with notification pending with the agencies on the effective date of this final rulemaking. Thus, for example, if there are any pending transactions in which the acquiring person (or the acquired person in a non-Section 801.30 transaction) has failed to comply with a second request within 18 months of that person's notification, that notification will expire upon adoption of the rule.

Appendix: Premerger Notification and Report Form

The Commission is also amending the Form and its Instructions to correct inadvertently omitted references to non-corporate interests and to allow the incorporation by reference to an Internet link in Items 4(a) and (b).

Regulatory Flexibility Act

The Regulatory Flexibility Act, 5 U.S.C. 601-612, requires that the agency conduct an initial and final regulatory analysis of the anticipated economic impact of the amendments on small businesses, except where the Commission certifies that the regulatory action will not have a significant economic impact on a substantial number of small entities. 5 U.S.C. 605.

Because of the size of the transactions necessary to invoke a Hart-Scott-Rodino filing, the premerger notification rules rarely, if ever, affect small businesses. Indeed, the 2000 amendments to the Act were intended to reduce the burden of the premerger notification program by exempting all transactions valued at \$50 million or less.⁵ Further, none of the rule amendments expand the coverage

⁵ That figure is now \$53.1 million, adjusted for the change in the Gross Domestic Product, and will be adjusted annually.

of the premerger notification rules in a way that would affect small business. Accordingly, the Commission certifies that these rules will not have a significant economic impact on a substantial number of small entities. This document serves as the required notice of this certification to the Small Business Administration.

Paperwork Reduction Act

The Paperwork Reduction Act, 44 U.S.C. 3501–3518, requires agencies to submit “collections of information” to the Office of Management and Budget (“OMB”) and to obtain clearance before instituting them. Such collections of information include reporting, recordkeeping, or disclosure requirements contained in regulations. The information collection requirements in the HSR rules and Form have been reviewed and approved by OMB under OMB Control No. 3084–0005. The current clearance expires on May 31, 2007.

The Commission’s revisions to the Form and Rules do not “substantive[ly] or material[ly] modify” the existing terms of the currently approved collection of information (OMB Control Number 3084–0005) to necessitate OMB’s further review and approval. See 44 U.S.C. 3507(h)(3); 5 CFR 1320.5(g). It is highly unlikely that a Notification that expires under the rule change would need to be re-filed by the parties because the rule changes are intended to apply to situations in which the parties have abandoned the transaction.

List of Subjects in 16 CFR Parts 801 and 803

Antitrust.

■ For the reasons stated in the preamble, the Federal Trade Commission amends 16 CFR parts 801 and 803 as set forth below:

PART 801—COVERAGE RULES

■ 1. The authority citation for part 801 continues to read as follows:

Authority: 15 U.S.C. 18a(d).

■ 2. Amend § 801.1 by revising example 3 to paragraph (b)(2) and by revising paragraph (f)(1)(i) to read as follows:

§ 801.1 Definitions.

* * * * *

(b) *Control* * * *
(2) * * *

Examples. * * *

3. “A” is a nonprofit charitable foundation that has formed a partnership joint venture with “B,” a nonprofit university, to establish C, a nonprofit hospital corporation that does not issue voting securities. Pursuant to its

charter “A” and “B” are each entitled to appoint three of C’s six directors. “A” and “B” would each be deemed to control C, pursuant to § 801.1(b)(2) because each is deemed to have the contractual power presently to designate 50 percent or more of the directors of a not-for-profit corporation.

* * * * *

(f) * * *
(1) * * *

(i) *Voting securities.* The term voting securities means any securities which at present or upon conversion entitle the owner or holder thereof to vote for the election of directors of the issuer, or of an entity included within the same person as the issuer.

* * * * *

■ 3. Amend § 801.11 by revising paragraph (e)(1)(ii) to read as follows:

§ 801.11 Annual net sales and total assets.

* * * * *

(e) * * *
(1) * * *

(ii) Less all cash that will be used by the acquiring person as consideration in an acquisition of assets from, or in an acquisition of voting securities issued by, or in an acquisition of non-corporate interests of, that acquired person (or an entity within that acquired person) and less all cash that will be used for expenses incidental to the acquisition, and less all securities of the acquired person (or an entity within that acquired person); and

* * * * *

■ 4. Amend § 801.14 by adding paragraph (c) to read as follows:

§ 801.14 Aggregate total amount of voting securities and assets.

* * * * *

(c) The value of all non-corporate interests of the acquired person which the acquiring person would hold as a result of the acquisition, determined in accordance with § 801.13(c).

PART 803—TRANSMITTAL RULES

■ 5. The authority citation for part 803 continues to read as follows:

Authority: 15 U.S.C. 18a(d).

■ 6. Amend § 803.2 by revising paragraph (e) to read as follows:

§ 803.2 Instructions applicable to Notification and Report Form.

* * * * *

(e) A person filing notification may incorporate by reference:

(1) To a previous filing, only documentary materials required to be filed in response to items 4(a) and 4(b) of the Notification and Report Form, which were previously filed by the same person and which are the most recent

versions available; except that when the same parties file for a higher threshold no more than 90 days after having made filings with respect to a lower threshold, each party may incorporate by reference in the subsequent filing any documents or information in its earlier filing provided that the documents and information are the most recent available;

(2) To an Internet address directly linking to the document, only documents required to be filed in response to item 4(a) and in response to item 4(b) of the Notification and Report Form. If an Internet address is inoperative or becomes inoperative during the waiting period, or the document that is linked to it is incomplete, or the link requires payment to access the document, upon notification by the Commission or Assistant Attorney General, the parties must make these documents available to the agencies by either referencing an operative Internet address or by providing paper copies to the agencies as provided in § 803.10(c)(1) by 5 p.m. on the next regular business day. Failure to make the documents available, by the Internet or by providing paper copies, by 5 p.m. on the next regular business day, will result in notice of a deficient filing pursuant to § 803.10(c)(2).

■ 7. Revise § 803.7 to read as follows:

§ 803.7 Expiration of notification.

(a) *One year after waiting period expired.* Notification with respect to an acquisition shall expire 1 year following the expiration of the waiting period. If the acquiring person’s holdings do not, within such time period, meet or exceed the notification threshold with respect to which the notification was filed, the requirements of the act must thereafter be observed with respect to any notification threshold not met or exceeded.

Example: “A” files notification that in excess of \$100 million (as adjusted) of the voting securities of corporation B are to be acquired. One year after the expiration of the waiting period, “A” has acquired less than \$100 million (as adjusted) of B’s voting securities. Although § 802.21 will permit “A” to purchase any amount of B’s voting securities short of \$100 million (as adjusted) within 5 years from the expiration of the waiting period, A’s holdings may not meet or exceed the \$100 million (as adjusted) notification threshold without “A” and “B” again filing notification and observing a waiting period.

(b) *Upon failure to comply with request for additional information.* An acquiring person’s notification and, in the case of an acquisition to which § 801.30 does not apply, an acquired

person's notification, shall expire eighteen months following the date of receipt of such person's notification if a request for additional information or documentary material remains outstanding to such person (or entities included therein, officers, directors, partners, agents or employees thereof), without a certification as required by § 803.6(b), on such date. If either person's notification expires pursuant to this paragraph, both parties must file a

new notification in order to carry out the transaction.

Example: A files notification on January 15 of Year 1 to acquire voting securities of B. On February 15 of Year 1, prior to expiration of the waiting period, requests for additional information or documentary material are issued to A and B. Before A supplies the information and documentary material requested, business conditions change, and A and B decide not to go forward with the transaction. A does not withdraw its filing and takes the position that it will comply with the request for additional information and documentary material if and when the

proposed transaction is ever revived. A's notification expires July 15 of Year 2, eighteen months following the date of receipt of its notification. If A and B wish to revive their transaction, both parties must file a new notification and observe the waiting period in order to carry out the transaction.

■ 8. Revise pages III and IV of the Instructions, and pages 2 and 3 of the Notification and Report Form For Certain Mergers and Acquisitions, in the Appendix to part 803 to read as follows:

Appendix to Part 803

Item 1(d)-Put an X in the appropriate box to indicate whether data furnished is by calendar year or fiscal year. If fiscal year, specify period.

Item 1(e)-Put an X in the appropriate box to indicate if this Form is being filed on behalf of the ultimate parent entity by another entity within the same person authorized by it to file notification on its behalf pursuant to § 803.2(a), or if this Form is being filed pursuant to § 803.4 on behalf of a foreign person. Then provide the name and mailing address of the entity filing notification on behalf of the reporting person named in Item 1(a) of the Form.

Item 1(f)-If an entity within the person filing notification other than the ultimate parent entity listed in Item 1(a) is the entity which is making the acquisition, or if the assets, voting securities or non-corporate interests of an entity other than the ultimate parent entity listed in Item 1(a) are being acquired, provide the name and mailing address of that entity and the percentage of its voting securities or non-corporate interest held by the person named in Item 1(a) above. (If control is effected by means other than the direct holding of the entity's voting securities, describe the intermediaries or the contract through which control is effected (see § 801.1(b)).

Item 1(g)-Print or type the name and title, firm name, address, telephone number, fax number and e-mail address of the individual to contact regarding this Notification and Report Form. (See § 803.20(b)(2)(ii).)

Item 1(h)-Foreign filing persons print or type the name and title, firm name, address, telephone number, fax number and e-mail address of an individual located in the United States designated for the limited purpose of receiving notice of the issuance of a request for additional information or documentary material. (See § 803.20(b)(2)(iii).)

ITEM 2

Item 2(a)-Give the names of all ultimate parent entities of acquiring and acquired person which are parties to the acquisition whether or not they are required to file notification.

Item 2(b)-Put an X in all the boxes that apply to this acquisition.

Item 2(c)-*Acquiring persons* put an X in the box to indicate the highest threshold for which notification is being filed (see § 801.1(h)): \$50 million (as adjusted), \$100 million (as adjusted), \$500 million (as adjusted), 25% (if value of voting securities to be held is greater than \$1 billion, as adjusted), or 50%. The notification threshold selected should be based on voting securities only that will be held as a result of the acquisition.

Item 2(d)-*Assets and voting securities held as a result of the acquisition* (to be completed by both acquiring and acquired persons). State:

Item 2(d)(i)-the value of voting securities;

Item 2(d)(ii)-the percentage of voting securities;

Item 2(d)(iii)-the value of assets;

Item 2(d)(iv)-the value of non-corporate interests;

Item 2(d)(v)-the aggregate total amount of voting securities, assets and non-corporate interests of the acquired person to be held by each acquiring person, as a result of the acquisition (see §§ 801.12, 801.13, and 801.14).

Item 2(e)-Acquiring persons must provide the name(s) of the person(s) who performed any fair market valuation used to determine the aggregate total value of the transaction reported in Item 2(d)(v).

ITEM 3

Item 3(a)-*Description of acquisition*. Briefly describe the transaction. Include a list of the name and mailing address of each acquiring and acquired person, whether or not required to file notification. Indicate for each party whether assets or voting securities (or both) are to be acquired. Also indicate what consideration will be received by each party. In describing the acquisition, include the expected dates of any major events required to consummate the transaction (e.g., stockholders' meetings, filing of requests for approval, other public filings, terminations of tender offers) and the scheduled consummation date of the transaction.

If the voting securities are to be acquired from a holder other than the issuer (or an entity within the same person as the issuer) separately identify (if known) such holder and the issuer of the voting securities. Acquiring persons involved in tender offers should describe the terms of the offer.

Item 3(b)(i)-*Assets to be acquired*. This Item is to be completed only to the extent that the transaction is an acquisition of assets. Describe all general classes of assets (other than cash and securities) to be acquired by each party to the transaction, giving dollar values thereof.

Give the total value of the assets to be acquired in this transaction.

Examples of general classes of assets other than cash and securities are land, merchandising inventory, manufacturing plants (specify location and products produced), and retail stores. For each general class of assets, indicate the page or paragraph number of the contract or other document submitted with this Form in which the assets are more particularly described.

Item 3(b)(ii)-*Assets held by acquiring person*. (To be completed by acquiring persons). If assets of the acquired person (see § 801.13) are presently held by the person filing notification, furnish a description of each general class of such assets in the manner required by Item 3(b)(i), and the dollar value or estimated dollar value at the time they were acquired.

Item 3(b)(iii)-*Assets held by unincorporated entities*. This item is to be completed only to the extent that the transaction is an acquisition of non-corporate interests. Describe all general classes of assets (other than cash and securities) to be acquired by each party to the transaction. For examples of general classes of assets refer to Item 3(b)(i).

Item 3(c)-*Voting securities to be acquired*. Furnish the following information separately for each issuer whose voting securities will be acquired in the acquisition: (If, as a result of the acquisition, the acquiring person will hold 100 percent of the voting securities of the acquired issuer or if the acquisition is a merger or consolidation (see § 801.2(d)), the parties may so state and provide the total dollar value of the transaction instead of responding to Items 3(c)(i)-3(c)(vi).

Item 3(c)(i)-List each class of voting securities (including convertible voting securities) which will be outstanding after the acquisition has been completed. If there is more than one class of voting securities, include a description of the voting rights of each class. Also list each class of non-voting securities which will be acquired in the acquisition;

Item 3(c)(ii)-Total number of shares of each class of securities listed which will be outstanding after the acquisition has been completed;

Item 3(c)(iii)-Total number of shares of each class of securities listed which will be acquired in this acquisition. If there is more than

one acquiring person for any class of securities, show data separately for each acquiring person;

Item 3(c)(iv)-Identity of each person acquiring any securities of any class listed. If there is more than one acquiring person for any class of securities, show data separately for each acquiring person;

Item 3(c)(v)-Dollar value of securities of each class listed to be acquired in this transaction (see § 801.10). If there is more than one acquiring person of any class of securities, show data separately for each acquiring person (If the exact dollar value cannot be determined at the time of filing, provide an estimated value and indicate the basis on which the estimate was made);

Item 3(c)(vi)-Total number of each class of securities listed which will be held by acquiring person(s) after the acquisition has been accomplished. If there is more than one acquiring person for any class of securities, show data separately for each acquiring person;

Item 3(d)-Furnish copies of final or most recent versions of all documents which constitute the agreement among the acquiring person(s) and the person(s) whose voting securities or assets are to be acquired. (Do not attach these documents to the Answer Sheets.)

ITEM 4

Furnish one copy of each of the following documents. For each entity included within the person filing notification which has prepared its own such documents different from those prepared by the person filing notification, furnish, in addition, one copy of each document from each such other entity. Furnish copies of:

Item 4(a)-all of the following documents which have been filed with the United States Securities and Exchange Commission (or are to be filed contemporaneously in connection with this acquisition): the most recent proxy statement and Form 10-K, each dated not more than three years prior to the date of this Notification and Report Form; all Forms 10-Q and 8-K filed since the end of the period reflected by the Form 10-K being supplied; any registration statement filed in connection with the transaction for which notification is being filed; if the acquisition is a tender offer, Schedule TO. Alternatively, the person filing notification may incorporate a document by reference to an internet address directly linking to the document (see §803.2(e)(2));

NOTE: In response to Item 4(a), the person filing notification may incorporate by reference documents submitted with an earlier filing as explained in the staff formal interpretations dated April 10, 1979, and April 7, 1981, and in § 803.2(e).

Item 4(b)-the most recent annual reports and most recent annual audit reports (of person filing notification and of each unconsolidated United States issuer included within such person) and, if different, the most recently regularly prepared balance sheet of the person filing notification and of each unconsolidated United States issuer included within such person. Alternatively, the person filing notification may incorporate a document by reference to an internet address directly linking to the document (see §803.2(e)(2));

Item 4(c)-all studies, surveys, analyses and reports which were prepared by or for any officer(s) or director(s) (or, in the case of unincorporated entities, individuals exercising similar functions) for the purpose of evaluating or analyzing the acquisition with respect to market shares, competition, competitors, markets, potential for sales growth or expansion into product or geographic markets, and indicate (if not contained in the document itself) the date of preparation, and the name and title of each individual who prepared each such document.

Persons filing notification may provide an optional index of documents called for by Item 4 of the Answer Sheets.

NOTE: If the person filing notification withholds any documents called for by Item 4(c) based on a claim of privilege, the person must provide a statement of reasons for such noncompliance as specified in the staff formal interpretation dated September 13, 1979, and § 803.3(d).

ITEMS 5 through 8

NOTE: For Items 5 through 8, the acquired person should limit its response in the case of an acquisition of assets, to the assets to be sold, in the case of an acquisition of non-corporate interests, to the unincorporated entity being acquired, and in the case of an acquisition of voting securities, to the issuer(s) whose voting securities are being acquired and all entities controlled by such issuer. A person filing as both acquiring and acquired may be required to provide a separate response to these items in each capacity so that it can properly limit its response as an acquired person. (See § 803.2(b) and (c).)

Items 5(a)-5(c): These items request information regarding dollar revenues and lines of commerce at three NAICS levels with respect to operations conducted within the United States. (See § 803.2(c)(1).) All persons must submit certain data at the 6-digit NAICS industry code level. To the extent that dollar revenues are derived from manufacturing operations (NAICS Sectors 31-33), data must also be submitted at the 7-digit product class level and 10-digit product code level (NAICS-based codes). Where certain published NAICS industry codes contain only 5 digits, the filing person should add a zero (0) after the fifth (5th) digit.

NOTE: See "References" listed in the General Instructions to the Form. Refer to the *2002 NAICS Manual* for the 6-digit industry codes and the *2002 Numerical List of Manufactured and Mineral Products (2002 Numerical List)* for the 7-digit product classes and 10-digit product codes. Report revenues for the 7-digit NAICS product classes and 10-digit NAICS product codes using the codes in the columns labeled "Product code" in the *2002 Numerical List*.

Nondepository credit intermediation (NAICS Industry Group Code 5222); securities, commodity contracts, and other financial investments (NAICS Subsector 523); funds, trusts, and other financial vehicles (NAICS Subsector 525); real estate (NAICS Subsector 531); lessors of nonfinancial intangible assets, except copyright works (NAICS Subsector 533); and management of companies and enterprises (NAICS Subsector 551) should identify or explain the revenues reported (e.g. dollar sales receipts).

Persons filing notification should include the total dollar revenues for all entities included within the person filing notification at the time this Notification and Report Form is prepared (even if such entities have become included within the person since 2002). For example, if the person filing notification acquired an entity in 1998, it must include that entity's 2002 revenues in items 5(a) and 5(b)(i). It must also include that entity's most recent year's revenues in Item 5(b)(iii) and/or Item 5(c).

Item 5(a)-Dollar revenues by industry. Provide aggregate 6-digit NAICS industry data for 2002.

Item 5(b)(i)-Dollar revenues by manufactured product. Provide the following information on the aggregate operations for the person filing notification for 2002 for each 10-digit NAICS product of the person in NAICS Sectors 31-33 (manufacturing industries).

NOTE: Where the *2002 Numerical List* denotes footnote 1 at the end of a specific Subsector, refer to Appendices A, and then B for

| | |
|------------------------------------|------|
| NAME OF PERSON FILING NOTIFICATION | DATE |
|------------------------------------|------|

1(e) PUT AN X IN THE APPROPRIATE BOX AND GIVE THE NAME AND ADDRESS OF ENTITY FILING NOTIFICATION (if other than ultimate parent entity)

- NA
 This report is being filed on behalf of a foreign person pursuant to § 803.4.
 This report is being filed on behalf of the ultimate parent entity by another entity within the same person authorized by it to file pursuant to § 803.2(a).

| | |
|------------------------------------|---------|
| NAME OF ENTITY FILING NOTIFICATION | ADDRESS |
|------------------------------------|---------|

1(f) NAME AND ADDRESS OF ENTITY MAKING ACQUISITION OR WHOSE ASSETS, VOTING SECURITIES OR NON-CORPORATE INTERESTS ARE BEING ACQUIRED IF DIFFERENT FROM THE ULTIMATE PARENT ENTITY IDENTIFIED IN ITEM 1(a)

PERCENT OF VOTING SECURITIES OR NON-CORPORATE INTERESTS HELD BY EACH ENTITY IDENTIFIED IN ITEM 1(a)

1(g) IDENTIFICATION OF PERSON TO CONTACT REGARDING THIS REPORT

| | |
|--|--|
| NAME OF CONTACT PERSON TITLE FIRM NAME BUSINESS ADDRESS TELEPHONE NUMBER FAX NUMBER E-MAIL ADDRESS | |
|--|--|

(h) IDENTIFICATION OF AN INDIVIDUAL LOCATED IN THE UNITED STATES DESIGNATED FOR THE LIMITED PURPOSE OF RECEIVING NOTICE OF ISSUANCE OF A REQUEST FOR ADDITIONAL INFORMATION OR DOCUMENTS. (See § 803.20(b)(2)(iii))

| | |
|--|--|
| NAME OF CONTACT PERSON TITLE FIRM NAME BUSINESS ADDRESS TELEPHONE NUMBER FAX NUMBER E-MAIL ADDRESS | |
|--|--|

ITEM 2

| | |
|--|--|
| 2(a) LIST NAMES OF ULTIMATE PARENT ENTITIES OF ALL ACQUIRING PERSONS | LIST NAMES OF ULTIMATE PARENT ENTITIES OF ALL ACQUIRED PERSONS |
|--|--|

2(b) THIS ACQUISITION IS (put an X in all the boxes that apply)

- | | |
|--|---|
| <input type="checkbox"/> an acquisition of assets | <input type="checkbox"/> a consolidation (see § 801.2) |
| <input type="checkbox"/> a merger (see § 801.2) | <input type="checkbox"/> an acquisition of voting securities |
| <input type="checkbox"/> an acquisition subject to § 801.2(e) | <input type="checkbox"/> a secondary acquisition |
| <input type="checkbox"/> a formation of a joint venture or other corporation or unincorporated entity (see § 801.40 or § 801.50) | <input type="checkbox"/> an acquisition subject to § 801.31 |
| <input type="checkbox"/> an acquisition subject to § 801.30 (specify type) | <input type="checkbox"/> acquisition of non-corporate interests |
| <input type="checkbox"/> other (specify) _____ | |

2(c) INDICATE THE HIGHEST NOTIFICATION THRESHOLD IN § 801.1(h) FOR WHICH THIS FORM IS BEING FILED (acquiring person only in an acquisition of voting securities)

- \$50 million (as adjusted)
 \$100 million (as adjusted)
 \$500 million (as adjusted)
 25% (see Instructions) (as adjusted)
 50%

| | | | | |
|--|--------------------------------------|---|--|---------------------------|
| 2(d)(i) VALUE OF VOTING SECURITIES TO BE HELD AS A RESULT OF THE ACQUISITION | (ii) PERCENTAGE OF VOTING SECURITIES | (iii) VALUE OF ASSETS TO BE HELD AS A RESULT OF THE ACQUISITION | (iv) VALUE OF NONCORPORATE INTERESTS TO BE HELD AS A RESULT OF THE ACQUISITION | (v) AGGREGATE TOTAL VALUE |
| \$ | % | \$ | \$ | \$ |

| | |
|------------------------------------|------|
| NAME OF PERSON FILING NOTIFICATION | DATE |
|------------------------------------|------|

2(e) If aggregate total value in 2(d)(v) is based in whole or in part on a fair market valuation pursuant to § 801.10(c)(3), identify the person or persons responsible for making the valuation (*acquiring persons only*).

ITEM 3

3(a) DESCRIPTION OF ACQUISITION