Honor Truck & Transfer, Inc., 1100 DeForest Avenue, Long Beach, CA 90813. Officers: Ali Behruz Nikkhoo, President (Qualifying Individual), Robert J. Livingston, Vice President.
JVL International Corporation, 2200 Broening Highway, Suite 277, Baltimore, MD 21224. Officer: Jorge Luiz Vieira Lima, Managing Director (Qualifying Individual).
Lukini Shipping Inc., Cargo Building 80, Rm. 203, JFK International Airport, Jamaica, NY 11430. Officer: Miriam Y. Chen, Gen. Manager/Director (Qualifying Individual).

Dated: November 22, 2002.

Bryant L. VanBrakle,

Secretary.

[FR Doc. 02–30151 Filed 11–26–02; 8:45 am]

BILLING CODE 6730–01–P

FEDERAL RESERVE SYSTEM

Change in Bank Control Notices; Acquisition of Shares of Bank or Bank Holding Companies

The notificants listed below have applied under the Change in Bank Control Act (12 U.S.C. 1817(j)) and § 225.41 of the Board's Regulation Y (12 CFR 225.41) to acquire a bank or bank holding company. The factors that are considered in acting on the notices are set forth in paragraph 7 of the Act (12 U.S.C. 1817(j)(7)).

The notices are available for immediate inspection at the Federal Reserve Bank indicated. The notices also will be available for inspection at the office of the Board of Governors. Interested persons may express their views in writing to the Reserve Bank indicated for that notice or to the offices of the Board of Governors. Comments must be received not later than December 13, 2002.

A. Federal Reserve Bank of Atlanta (Sue Costello, Vice President) 1000 Peachtree Street, N.E., Atlanta, Georgia 30303:

1. George H. and Mary Ethel Eicher, Homestead, Florida, and George P. Eicher, Monticello, Kentucky; to retain voting shares of Community Bank of South Florida, Inc., Homestead, Florida, and thereby indirectly retain voting shares of Community Bank of Florida, Homestead, Florida.

B. Federal Reserve Bank of St. Louis (Randall C. Sumner, Vice President) 411 Locust Street, St. Louis, Missouri 63166-2034:

1. The Magers Family Control Group consisting of William G. Magers, Springfield, Missouri; William Bryan Magers, Springfield, Missouri; Randall Wood Magers, Springfield, Missouri; Magers Enterprises II, LLLP (''Partnership''), W. Bryan and Randall W. Magers, General Partners, Springfield, Missouri; Magers Family Irrevocable Trust (''Trust''); W. Bryan and Randall W. Magers, Trustees, Springfield, Missouri, to gain control of Marshfield Investment Company, Springfield, Missouri (''Company''), and thereby acquire voting shares of Bank of Kimberling City, Kimberling City, Missouri; First National Bank, LaMar, Missouri; and Metropolitan National Bank, Springfield, Missouri. In connection with this application, William Bryan Magers and Randall Wood Magers, both of Springfield, Missouri, individually and as general partners of Partnership and Trustees of Trust, will increase their aggregate voting control of Company's voting stock.

Board of Governors of the Federal Reserve System, November 22, 2002.

Robert deV. Frierson,

Deputy Secretary of the Board.

[FR Doc. 02–30147 Filed 11–26–02; 8:45 am]

BILLING CODE 6210–01–S

FEDERAL RESERVE SYSTEM

Formations of, Acquisitions by, and Mergers of Bank Holding Companies

The companies listed in this notice have applied to the Board for approval, pursuant to the Bank Holding Company Act of 1956 (12 U.S.C. 1841 *et seq.*) (BHC Act), Regulation Y (12 CFR part 225), and all other applicable statutes and regulations to become a bank holding company and/or to acquire the assets or the ownership of, control of, or the power to vote shares of a bank or bank holding company and all of the banks and nonbanking companies owned by the bank holding company, including the companies listed below.

The applications listed below, as well as other related filings required by the Board, are available for immediate inspection at the Federal Reserve Bank indicated. The application also will be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing on the standards enumerated in the BHC Act (12 U.S.C. 1842(c)). If the proposal also involves the acquisition of a nonbanking company, the review also includes whether the acquisition of the nonbanking company complies with the standards in section 4 of the BHC Act (12 U.S.C. 1843). Unless otherwise noted, nonbanking activities will be conducted throughout the United States. Additional information on all bank holding companies may be obtained from the National Information Center website at *www.ffiec.gov/nic/*.

Unless otherwise noted, comments regarding each of these applications must be received at the Reserve Bank indicated or the offices of the Board of Governors not later than December 23, 2002.

A. Federal Reserve Bank of Chicago (Phillip Jackson, Applications Officer) 230 South LaSalle Street, Chicago, Illinois 60690-1414:

1. First Merchants Corporation, Muncie, Indiana; to acquire 100 percent of the voting shares of CNBC Bancorp, Columbus, Ohio, and thereby indirectly acquire voting shares of Commerce National Bank, Columbus, Ohio.

Board of Governors of the Federal Reserve System, November 22, 2002.

Robert deV. Frierson,

Deputy Secretary of the Board.

[FR Doc. 02–30148 Filed 11–26–02; 8:45 am]

BILLING CODE 6210–01–S

FEDERAL TRADE COMMISSION

[File No. 021 0090]

Wal-Mart Stores, Inc. and Supermercados Amigo, Inc.; Analysis To Aid Public Comment

AGENCY: Federal Trade Commission.

ACTION: Proposed consent agreement.

SUMMARY: The consent agreement in this matter settles alleged violations of federal law prohibiting unfair or deceptive acts or practices or unfair methods of competition. The attached Analysis to Aid Public Comment describes both the allegations in the draft complaint that accompanies the consent agreement and the terms of the consent order—embodied in the consent agreement—that would settle these allegations.

DATES: Comments must be received on or before December 20, 2002.

ADDRESSES: Comments filed in paper form should be directed to: FTC/Office of the Secretary, Room 159–H, 600 Pennsylvania Avenue, NW., Washington, DC 20580. Comments filed in electronic form should be directed to: *consentagreement@ftc.gov,* as prescribed below.

FOR FURTHER INFORMATION CONTACT: Barbara Anthony or Michael Bloom, FTC Northeast Regional Office, One Bowling Green, Suite 318, New York, NY 10004. (212) 607–2828 or (212) 607–2801.

SUPPLEMENTARY INFORMATION: Pursuant to section 6(f) of the Federal Trade

Commission Act, 38 Stat. 721, 15 U.S.C. 46(f), and section 2.34 of the Commission's rules of practice, 16 CFR 2.34, notice is hereby given that the above-captioned consent agreement containing a consent order to cease and desist, having been filed with and accepted, subject to final approval, by the Commission, has been placed on the public record for a period of thirty (30) days. The following Analysis to Aid Public Comment describes the terms of the consent agreement, and the allegations in the complaint. An electronic copy of the full text of the consent agreement package can be obtained from the FTC Home Page (for November 21, 2002), on the World Wide Web, at *http://www.ftc.gov/os/2002/11/index.htm.* A paper copy can be obtained from the FTC Public Reference Room, Room 130-H, 600 Pennsylvania Avenue, NW., Washington, DC 20580, either in person or by calling (202) 326–2222.

Public comments are invited, and may be filed with the Commission in either paper or electronic form. Comments filed in paper form should be directed to: FTC/Office of the Secretary, Room 159–H, 600 Pennsylvania Avenue, NW., Washington, DC 20580. If a comment contains nonpublic information, it must be filed in paper form, and the first page of the document must be clearly labeled ''confidential.'' Comments that do not contain any nonpublic information may instead be filed in electronic form (in ASCII format, WordPerfect, or Microsoft Word) as part of or as an attachment to e-mail messages directed to the following e-mail box: *consentagreement@ftc.gov.* Such comments will be considered by the Commission and will be available for inspection and copying at its principal office in accordance with section 4.9(b)(6)(ii) of the Commission's rules of practice, 16 CFR 4.9(b)(6)(ii)).

Analysis of the Complaint and Proposed Decision and Order To Aid Public Comment

I. Introduction

The Federal Trade Commission (''Commission'') has accepted for public comment from Wal-Mart Stores, Inc. (''Wal-Mart'') and Supermercados Amigo, Inc. (''Amigo'') (collectively, ''the Proposed Respondents'') an Agreement Containing Consent Orders (''the proposed consent order''). The Proposed Respondents have also reviewed the complaint issued by the Commission. The proposed consent order is designed to remedy likely anticompetitive effects arising from Wal-Mart's proposed acquisition of all of the outstanding voting stock of Amigo.

II. Description of the Parties and the Proposed Acquisition

Wal-Mart is a global food and general merchandise retailer headquartered in Arkansas. The company operates or services approximately 4,200 stores in the United States, Europe, Latin America, and Asia and had sales of over $191 billion in 2001. In the Commonwealth of Puerto Rico, Wal-Mart, through its subsidiary Wal-Mart Puerto Rico, Inc., operates nine traditional Wal-Mart Stores, one Wal-Mart Supercenter, and eight SAM's Clubs.

Amigo, headquartered in San Juan, Puerto Rico, is the largest supermarket chain in Puerto Rico in terms of dollar sales. With annual sales in 2001 of approximately $542 million, Amigo operates 36 supermarkets under the Amigo trade name in Puerto Rico.

On February 5, 2002, Wal-Mart and Amigo signed an agreement whereby Wal-Mart will purchase all of the outstanding voting securities of Amigo through the merger of W–M Puerto Rico Acquisition Corp., an indirect wholly owned subsidiary of Wal-Mart, with and into Amigo. Amigo will continue as the surviving corporation. As a result of the merger, Wal-Mart will hold 100% of the voting securities of Amigo.

III. The Complaint

The complaint alleges that the relevant line of commerce (*i.e.*, the product market) in which to analyze the acquisition is the retail sale of food and grocery products in stores that carry a wide selection and deep inventory of food and grocery products in a variety of brands and sizes, enabling consumers to purchase substantially all of their weekly food and grocery shopping requirements in a single shopping visit. Thus, stores in the relevant line of commerce have substantial offerings in each of the following product categories: bread and dairy products; refrigerated and frozen food and beverage products; fresh and prepared meats and poultry; produce, including fresh fruits and vegetables; shelf-stable food and beverage products, including canned and other types of packaged products; staple foodstuffs, which may include salt, sugar, flour, sauces, spices, coffee, and tea; and other grocery products, including nonfood items such as soaps, detergents, paper goods, other household products, and health and beauty aids.

Unlike prior supermarket investigations by the Commission, this investigation involves geographic markets in Puerto Rico. The evidence obtained in our investigation indicated that the markets at issue here have characteristics that support a broader relevant product market than those identified in past supermarket investigations by the Commission. There are approximately 250 supermarkets across Puerto Rico, with the majority located in the San Juan metropolitan area. There are numerous small and mid-sized supermarket chains throughout the island, and in general, competition appears robust. In Puerto Rico, full-service supermarkets, ''supercenters'' (which are co-located full-service supermarkets and mass merchandise outlets), and ''club stores'' (which are stores that offer a wide selection and deep inventory of food and grocery products and general merchandise-often in large-sized packages or in packages of two or more conventional-sized items—to businesses and individuals that have purchased club memberships) offer a distinct set of products and services that enables them to compete in the relevant line of commerce described above. Information provided by several club store and supermarket operators in Puerto Rico indicates that many Puerto Rico consumers regard club stores as apt substitutes for supermarkets. A substantial portion of retail purchasers in Puerto Rico regard full-service supermarkets, supercenters, and club stores as reasonably interchangeable for the purpose of purchasing substantially all of their weekly food and grocery shopping requirements in a single shopping visit.

In Puerto Rico, full-service supermarkets, supercenters, and club stores compete primarily with each other. Supermarkets in Puerto Rico compete with club stores in a variety of ways. Operators of Puerto Rico full-service supermarkets, supercenters, and club stores often price-check and modify the prices of their food and grocery products based on the prices of food and grocery products at nearby full-service supermarkets, supercenters, and club stores. They do not often price-check and modify the prices of food and grocery products based on the prices at other types of stores, such as limited assortment stores, convenience stores, specialty food stores (*e.g.*, seafood markets, bakeries, etc.), military commissaries, and mass merchandise outlets (including those with pantries not offering a wide selection and deep inventory of food and grocery products). In Puerto Rico, most consumers shopping for food and grocery products at full-service supermarkets, supercenters, and club stores are not likely to shop at other types of stores in response to a small price increase by full-service supermarkets, supercenters, and club stores.

Many supermarket operators lose substantial sales when club stores open near to their own stores, and some engage in aggressive promotions in the weeks before and following the opening of a club store to blunt that sales loss. Some have remodeled stores in advance of their plans so as to ward off defections to club stores. Some have reacted to competition from club stores by adding additional multi-packs to their product offering and enhancing customer service. At the same time, club stores in Puerto Rico have introduced increased numbers of conventional package configurations. Ordinary-course-of-business documents of supermarket operators often refer to club stores as substantial competitors.

Studies also provide support for the inclusion of club stores in the relevant product market. For example, a 2001 study, based on ''extensive in-home interviews among female heads of household * * * throughout the island,'' found that 37% of the subjects spontaneously mentioned SAM's Club when asked to identify a supermarket or food retailer that operates in Puerto Rico. The ''brand awareness'' of the four leading supermarket operators (and especially Amigo (with 72%) and Pueblo (with 58%)), was substantially greater than that of SAM's Club (with 37%), but the smaller Puerto Rico supermarket chains such as Ralph's (with 6%), Supermercado Del Este (5%), and Plaza Gigante (5%) had significantly less brand awareness among Puerto Rico consumers. That same study found that 5% of interviewees reported that SAM's Club was their ''regular store'' for their ''large grocery shopping of the month.'' That is comparable to or greater than the numbers reported for Mr. Special (6%), Supermercado Del Este (3%), and Ralph's (4%). These findings are consistent with those of a recurring consumer survey conducted by the Puerto Rico food retailing trade association. The 2001 study found that 13% of consumers identified club stores as the place where they make their main food purchases.

In Puerto Rico, retail stores other than full-service supermarkets, supercenters, and club stores, such as limited assortment stores, convenience stores, specialty food stores (*e.g.*, seafood markets, bakeries, etc.), military commissaries, and mass merchandise outlets (including those with pantries not offering a wide selection and deep inventory of food and grocery products), do not effectively constrain prices in the relevant line of commerce as described above. In Puerto Rico, none of these stores offers a full-service supermarket's, supercenter's, or club store's distinct set of products and services that enables a retail customer to engage in one-stop shopping for food and grocery products.

Ample testimonial and documentary evidence indicates that a significant portion of Puerto Rico consumers use full-service supermarkets and club stores interchangeably. Accordingly, the relevant product market within which to assess the effects in Puerto Rico of the proposed transaction is a market consisting of full-service supermarkets, supercenters, and retail sales of supermarket-type items at club stores, or in general, stores that carry and offer at retail a wide selection and deep inventory of food and grocery products in a variety of brands and sizes, enabling consumers to purchase substantially all of their weekly food and grocery shopping requirements in a single shopping visit. The determination that club stores are included in the relevant product market in this proceeding does not, of course, determine what the relevant product market will be in future supermarket investigations by the Commission.

The complaint alleges that the relevant sections of the United States (*i.e.*, the geographic markets) in which there are competitive problems related to the acquisition are the areas of Puerto Rico in and near Cayey and Cidra (the ''Cayey'' market), Ponce and Juana Diaz (the ''Ponce'' market), and Barceloneta, Manati, and Vega Baja (the ''Manati'' market). The Cayey, Ponce, and Manati markets are highly concentrated, whether measured by the Herfindahl-Hirschman Index (commonly referred to as the ''HHI'') or by two-firm and four-firm concentration ratios.[1] The post-acquisition HHI in the Cayey market would increase 1,056 points, from 2,500 to 3,556; in the Ponce market it would increase 603 points, from 1,912 to 2,515; and in the Manati market, taking into account a Wal-Mart supercenter that will open shortly, it would increase 1,782 points, from 2,173 to 3,955. In the Cayey market, Wal-Mart and Amigo would have a combined market share greater than 47%; in the Ponce market, the parties' combined market share would exceed 38%; and in the Manati market, the combined market share would be greater than 59%.

The complaint further alleges that entry would not be timely, likely, or sufficient to prevent anticompetitive effects in the relevant geographic markets.

The complaint also alleges that Wal-Mart's acquisition of all of the outstanding voting securities of Amigo, if consummated, may substantially lessen competition in the relevant line of commerce in the relevant markets in violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. 18, and Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. 45, by eliminating direct competition between supercenters and club stores owned or controlled by Wal-Mart and supermarkets owned and controlled by Amigo; by increasing the likelihood that Wal-Mart will unilaterally exercise market power; and by increasing the likelihood of, or facilitating, collusion or coordinated interaction, each of which increases the likelihood that the prices of food, groceries, or services will increase, and that the quality and selection of food, groceries or services will decrease, in the relevant geographic markets of Puerto Rico.

IV. The Terms of the Agreement Containing Consent Orders

The proposed consent order will remedy the Commission's competitive concerns about the proposed acquisition. Under the terms of the proposed consent order, Proposed Respondents must divest four Amigo supermarkets, in Cidra, Ponce, Manati, and Vega Baja, Puerto Rico. In each region, Wal-Mart owns or plans to open at least one supercenter or club store. The divestitures are to an up-front newly-formed entity founded by experienced supermarket owners which would be a new entrant in the relevant geographic markets and which the Commission has evaluated for competitive and financial viability. The Commission's evaluation process consisted of analyzing the financial condition of the proposed acquirer to determine that it is well qualified to operate the divested stores.

Proposed Respondents will sell the four Amigo stores to Supermercados Maximo, Inc. (''Purchaser''), which is headquartered in Hato Rey, Puerto Rico. Purchaser includes as its founders and management two former long-time members of Amigo's board of directors. All of the managers at the four stores are expected to remain in place (and each store is headed by management teams that have worked together for over three years).

[1] The HHI is a measurement of market concentration calculated by summing the squares of the individual market shares of all the participants.

The proposed consent order requires that the divestitures occur no later than ten business days after the acquisition is consummated. However, if Proposed Respondents consummate the divestitures to Purchaser during the public comment period, and if, at the time the Commission decides to make the order final, the Commission notifies Proposed Respondents that Purchaser is not an acceptable acquirer or that the asset purchase agreement with Purchaser is not an acceptable manner of divestiture, then Proposed Respondents must immediately rescind the transaction in question and divest those assets to another buyer within three months of the date the order becomes final. At that time, Proposed Respondents must divest those assets only to an acquirer that receives the prior approval of the Commission and only in a manner that receives the prior approval of the Commission.

The proposed consent order also enables the Commission to appoint a trustee to divest any supermarkets or sites identified in the order that Proposed Respondents have not divested to satisfy the requirements of the order. In addition, the order enables the Commission to seek civil penalties against Proposed Respondents for non-compliance with the order.

The proposed consent order further requires Proposed Respondents to maintain the viability of the supermarkets identified for divestitures. Among other requirements related to maintaining operations at these supermarkets, the proposed consent order specifically requires Proposed Respondents to: (1) Maintain the viability, competitiveness, and marketability of the assets to be divested; (2) not cause the wasting or deterioration of the assets to be divested; (3) not sell, transfer, encumber, or otherwise impair the supermarkets' marketability or viability; (4) maintain the supermarkets consistent with past practices; (5) use best efforts to preserve the supermarkets' existing relationships with suppliers, customers, and employees; and (6) keep the supermarkets open for business and maintain the inventory at levels consistent with past practices.

The proposed consent order prohibits Proposed Respondents from acquiring, without providing the Commission with prior notice, any supermarket, supercenter, or club store, or any interest in any supermarket, supercenter, or club store located in the municipalities that include Cayey, Cidra, Ponce, Juana Diaz, Barceloneta, Manati, and Vega Baja for ten years. These are the areas from which the supermarkets to be divested draw customers. The provisions regarding prior notice are consistent with the terms used in prior Orders. The proposed consent order does not restrict the Proposed Respondents from constructing new supermarkets, supercenters, or club stores in the above areas; nor does it restrict the Proposed Respondents from leasing facilities not operated as supermarkets, supercenters, or club stores within the previous six months.

The proposed consent order further prohibits Proposed Respondents, for a period of ten years, from entering into or enforcing any agreement that restricts the ability of any person acquiring any location or interest in any location used as a supermarket, supercenter, or club store in Puerto Rico, to operate a supermarket, supercenter, or club store at that site, if that site is or was formerly owned or operated by Proposed Respondents in any of the above areas.

The Proposed Respondents are required to file compliance reports with the Commission, the first of which is due within thirty days of the date on which Proposed Respondents signed the proposed consent order, and every thirty days thereafter until the divestitures are completed, and annually for ten years.

V. Opportunity for Public Comment

The proposed consent order has been placed on the public record for thirty days for receipt of comments by interested persons. Comments received during this period will become part of the public record. After thirty days, the Commission will again review the proposed consent order and the comments received and will decide whether it should withdraw from the agreement or make the proposed consent order final.

By accepting the proposed consent order subject to final approval, the Commission anticipates that the competitive problems alleged in the complaint will be resolved. The purpose of this analysis is to invite public comment on the proposed consent order, including the proposed sale of the supermarkets to Purchaser, in order to aid the Commission in its determination of whether to make the proposed consent order final. This analysis is not intended to constitute an official interpretation of the proposed consent order nor is it intended to modify the terms of the proposed consent order in any way.

By direction of the Commission, Commissioner Anthony recused.

Donald S. Clark,

Secretary.

[FR Doc. 02–30084 Filed 11–26–02; 8:45 am]

BILLING CODE 6750–01–P

DEPARTMENT OF HEALTH AND HUMAN SERVICES

Public Meeting of the President's Council on Bioethics on December 12–13, 2002

AGENCY: The President's Council on Bioethics, HHS.

ACTION: Notice.

SUMMARY: The President's Council on Bioethics will hold its eighth meeting, at which it will discuss, among other things, current and future prospects for genetic enhancements (presentation by Dr. Francis Collins of the National Human Genome Research Institute [NHGRI]). Other topics will include: Technologies to increase the human lifespan (presentations by Dr. Steven Austad, University of Idaho, and Dr. S. Jay Olshansky, University of Chicago), and the possibility of overmedicating children with stimulants such as Ritalin (presentation by Dr. Lawrence H. Diller, University of California-San Francisco). The Council may also touch on issues relating to organ donation and procurement. Subjects discussed by the Council at past meetings include: Human cloning; embryonic stem cells; the patentability of human organisms; enhancements of human mood, memory, and muscles; choosing the sex of children; and international models of biotech regulation.

DATES: The meeting will take place Thursday, December 12, 2002, from 9 am to 5:15 pm ET; and Friday, December 13, 2002, from 8:30 am to 1 pm ET.

ADDRESSES: Hotel Monaco, 700 F Street, NW., Washington, DC 20004.

PUBLIC COMMENTS: The meeting agenda will be posted at *http://www.bioethics.gov.* Members of the public may submit written statements for the Council's records. Please submit statements to Ms. Diane Gianelli, Director of Communications (tel. 202/296–4669 or e-mail *info@bioethics.gov*). The public may also express comments during the time set aside for this purpose, beginning at noon ET, on Friday, December 13, 2002. Comments will be limited to no more than five minutes per speaker or organization. Please give advance notice of such statements to Ms. Gianelli at the phone