

Interested persons are invited to comment on this rule by submitting such written data, views, or arguments as they may desire. Communications should identify the Rules Docket number and be submitted in triplicate to the address specified under the caption **ADDRESSES**. All communications received on or before the closing date for comments will be considered, and this rule may be amended or withdrawn in light of the comments received. Factual information that supports the commenter's ideas and suggestions is extremely helpful in evaluating the effectiveness of this action and determining whether additional rulemaking action would be needed.

Comments are specifically invited on the overall regulatory, economic, environmental, and energy-related aspects of the rule that might suggest a need to modify the rule. All comments submitted will be available, both before and after the closing date for comments, in the Rules Docket for examination by interested persons. A report that summarizes each FAA-public contact concerned with the substance of this action will be filed in the Rules Docket.

Commenters wishing the FAA to acknowledge receipt of their comments submitted in response to this rule must submit a self-addressed, stamped postcard on which the following statement is made: "Comments to Docket No. 01-ACT-5." The postcard will be date stamped and returned to the commenter.

Agency Findings

The regulations adopted herein will not have a substantial direct effect on the States, on the relationship between the national Government and the States, or on the distribution of power and responsibilities among the various levels of government. Therefore, it is determined that this final rule does not have federalism implications under Executive Order 13132.

The FAA has determined that this regulation is noncontroversial and unlikely to result in adverse or negative comments. For the reasons discussed in the preamble, I certify that this regulation (1) is not a "significant regulatory action" under Executive Order 12866; (2) is not a "significant rule" under Department of Transportation (DOT) Regulatory Policies and Procedures (44 FR 11034, February 26, 1979); and (3) if promulgated, will not have a significant economic impact, positive or negative, on a substantial number of small entities under the criteria of the Regulatory Flexibility Act.

List of Subjects in 14 CFR Part 71

Airspace, Incorporation by reference, Navigation (air).

Adoption of the Amendment

Accordingly, the Federal Aviation Administration amends 14 CFR part 71 as follows:

PART 71—DESIGNATION OF CLASS A, CLASS B, CLASS C, CLASS D, AND CLASS E AIRSPACE AREAS; AIRWAYS; ROUTES; AND REPORTING POINTS

1. The authority citation for part 71 continues to read as follows:

Authority: 49 U.S.C. 106(g), 40103, 40113, 40120; E.O. 10854, 24 FR 9565, 3 CFR, 1959-1963 Comp., p. 389.

§ 71.1 [Amended]

2. The incorporation by reference in 14 CFR 71.1 of Federal Aviation Administration Order 7400.9H Airspace Designations and Reporting Points, dated September 1, 2000, and effective September 16, 2000, is amended as follows:

Paragraph 6004 Class E Airspace Areas Extending Upward From the Surface of the Earth.

* * * * *

ACE KS E4 Olathe, Johnson County Executive Airport, KS

Olathe, Johnson County Executive Airport, KS

(Lat. 38°50'51" N., long. 94°44'15" W.)
Johnson County VOR/DME
(Lat. 38°50'26" N., long. 94°44'12" W.)

That airspace extending upward from the surface within 1.2 miles each side of the Johnson County VOR/DME 180° radial, extending from the 3.9-mile radius, to 7 miles south of the Johnson County VOR/DME. This Class E airspace area is effective during the specific dates and times established in advance by a Notice to Airmen. The effective date and time will thereafter be continuously published in the Airport Facility Directory.

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Paragraph 6005 Class E Airspace Areas Extending Upward From 700 Feet or More Above the Surface of the Earth

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ACE KS E5 Olathe, Johnson County Executive Airport, KS

Olathe, Johnson County Executive Airport, KS

(Lat. 38°50'51" N., long. 94°44'15" W.)
Johnson County VOR/DME
(Lat. 38°50'26" N., long. 94°44'12" W.)

That airspace extending upward from 700 feet above the surface within a 6.4-mile radius of the Johnson County Executive Airport, and within 1.2 miles each side of the Johnson County VOR/DME 180° radial,

extending from the 6.4-mile radius, to 7 miles south of the Johnson County VOR/DME.

* * * * *

Issued in Kansas City, MO, on April 20, 2001.

Herman J. Lyons, Jr.,

Manager, Air Traffic Division, Central Region.

[FR Doc. 01-11724 Filed 5-8-01; 8:45 am]

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FEDERAL TRADE COMMISSION

16 CFR Parts 801, 802 and 803

Premerger Notification; Antitrust Improvements Act Notification and Report Form

AGENCY: Federal Trade Commission.

ACTION: Interim rule with request for comment.

SUMMARY: The Federal Trade Commission ("Commission") is amending the Antitrust Improvements Act Notification and Report Form ("the Form") and the accompanying Instructions for Certain Mergers and Acquisitions ("the Instructions") which must be completed and submitted by persons required to report mergers or acquisitions pursuant to section 7A of the Clayton Act, as added by the Hart-Scott-Rodino Antitrust Improvements Act of 1976 ("HSR Act"). The amended Form and Instructions will require filing persons to: report revenue data using the North American Industry Classification System ("NAICS") rather than the Standard Industrial Classification ("SIC"); use 1997 rather than 1992 as the base year for reporting revenue data; and report insurance activities in the body of the Form rather than in an Insurance Appendix. In addition, the references to the SIC will be replaced with references to the NAICS. Finally, the Commission will make minor revisions to the Instructions to provide further assistance to persons required to file under the HSR Act.

DATES: This interim rule is effective July 1, 2001. The Commission, however, is soliciting comments regarding the July 1, 2001 effective date of these amendments, which the Commission will change if appropriate. Comments must be received on or before June 8, 2001. In addition, it is important to note that filing persons must continue to use the SIC codes through June 30, 2001, and that all parties to a transaction must use the same classification system. However, for transactions identified as Section 801.30 transactions, where the acquiring person files before July 1, 2001 with the expectation that the acquired person will file on or after July

1, 2001, the Premerger Notification Office recommends that the acquiring person use the NAICS industry and product codes to ensure the efficient handling of the filing.

ADDRESSES: Address all comments to: Secretary, Federal Trade Commission, 600 Pennsylvania Avenue, NW., Washington, DC 20580, or by e-mail to hsr-rules@ftc.gov, and the Director of Operations and Merger Enforcement, Antitrust Division, Department of Justice, Room 10103, 601 D Street, NW., Washington, DC 20530.

FOR FURTHER INFORMATION CONTACT: William L. Lanning, Acting Deputy Assistant Director, or Alice M. Villavicencio, Compliance Specialist, of the Premerger Notification Office, Bureau of Competition at (202) 326-3361 or (202) 326-3155, respectively.

SUPPLEMENTARY INFORMATION:

Background

Section 7A of the Clayton Act, 15 U.S.C. 18a, as added by the Hart-Scott-Rodino Antitrust Improvements Act of 1976, Pub. L. 94-435, 90 Stat. 1390, and amended by Pub. L. 106-553, 114 Stat. 2762 ("HSR Act"), requires all persons contemplating certain mergers or acquisitions to file notification with the Commission and the Assistant Attorney General for the Antitrust Division of the Department of Justice ("Assistant Attorney General"). The HSR Act further provides that such persons wait a designated period of time before consummating such transactions.

Congress empowered the Commission, with the concurrence of the Assistant Attorney General, to require "that the notification * * * be in such form and contain such documentary material and information * * * as is necessary and appropriate" to enable the agencies "to determine whether such acquisitions may, if consummated, violate the antitrust laws." Congress similarly granted rulemaking authority to, inter alia, "prescribe such other rules as may be necessary and appropriate to carry out the purposes of this section." 15 U.S.C. 18a(d). Pursuant to this section, the Commission, with the concurrence of the Assistant Attorney General, promulgated the Antitrust Improvements Act Notification and Report Form for Certain Mergers and Acquisitions on July 31, 1978, with an effective date of September 5, 1978, 43 FR 33450 (July 31, 1978), and has since amended or revised the rules and Form on fifteen occasions. The Commission, with the concurrence of the Assistant Attorney General, is promulgating these amendments to the Form and the

Instructions relating to Items 3, 5, 6, 7, and 8 as well as to Sections 801.1(j), 802.2(g), and 803.2 of the Rules as indicated herein.

Completion of the Form provides the Commission and the Assistant Attorney General with information and documentary material necessary to conduct an initial review of mergers, acquisitions, and other similar transactions "to determine whether such acquisitions may, if consummated, violate the antitrust laws." 15 U.S.C. 18a(d). The Form is not designed to elicit all potentially relevant information relating to a transaction. Instead, the information requested enables the Commission and the Assistant Attorney General to determine whether the waiting period for a proposed acquisition should be allowed to expire; whether a request by one or both of the filing persons for early termination of the waiting period should be granted; or whether the Commission or the Assistant Attorney General should issue a request for additional information and documentary materials pursuant to section 7A(e) of the HSR Act and 16 CFR 803.20.

The Form and the Instructions currently require that filing persons report revenue data contained in the 1992 Economic Census and the "1992 Numerical List of Manufactured and Mineral Products." The Bureau of the Census has recently published its 1997 versions of the Economic Census and the "Numerical List of Manufactured and Mineral Products." In these reports, the data is compiled using the NAICS which has replaced the SIC as the industrial classification for the United States. As a result, the Form, the Instructions, and several rules will be amended to replace references to the SIC codes with references to the NAICS codes, and references to a 1992 base year to a 1997 base year.

Statement of Basis and Purpose for the Commission's Revision of the Form and the Instructions

In 1992, OMB established the Economic Classification Policy Committee (ECPC).¹ Among other things, OMB asked the ECPC to evaluate the SIC to determine whether it should be revised or it should be replaced with a new industry classification system for the United States. The ECPC concluded that the SIC should be replaced because it did not adequately describe the

economy of the United States. Specifically, the ECPC noted that the SIC had failed to address two significant economic trends which had transformed the economy over the last 20 years: the emergence of service-producing industries and the rapid development of technology-based industries.

After conducting an extensive examination of the economy, the ECPC determined that a new industrial classification system would best describe the economy if it were based on a production-oriented, or supply-based, conceptual framework that grouped together businesses using identical or similar production processes. The ECPC also noted that a single conceptual framework would add internal consistency to the new classification system and would ensure that the system could adapt to future economic trends.

Acting in concert with similar committees in Mexico and Canada, the ECPC developed the NAICS to replace the SIC.² The NAICS divides the economy into 20 sectors³ and identifies nine new service industries sectors and 358 new national industries. The NAICS employs a 6-digit coding system in which the first two digits designate the sector, the third digit designates the subsector, the fourth digit designates the industry group, the fifth digit represents the NAICS industry, and the sixth digit designates individual national industries (either Canadian, Mexican, or United States). A 6-digit NAICS industry code is comparable to a 4-digit SIC industry code. A 7-digit NAICS product class code and a 10-digit NAICS product code are comparable to a 5-digit SIC product class code and a 7-digit SIC product code, respectively.⁴ A review of NAICS industry codes is slated for every five years and is expected to keep the NAICS current as economic sectors evolve.

In April, 1997, OMB issued its decision to require all Federal statistical agencies that collect or publish data by industry to adopt the NAICS as the industrial classification system for the

² The North American Free Trade Agreement provided an impetus to create a new industry classification system as well, since the United States, Mexico, and Canada favored the development of a uniform industrial classification system for North America. Mexico and Canada have also adopted NAICS, with variations.

³ A NAICS "sector" is comparable to the term "division" used in the SIC.

⁴ Information regarding the NAICS can be found in the "North American Industry Classification—United States, 1997" (1997 NAICS Manual) published by the Executive Office of the President, Office of Management and Budget should be used to locate NAICS industry codes. Information is also available at www.census.gov, or by dialing 1-888-75NAICS.

¹ The ECPC was chaired by the Bureau of Economic Analysis, U.S. Department of Commerce, with representatives from the Bureau of the Census, U.S. Department of Commerce, and the Bureau of Labor Statistics, U.S. Department of Labor.

United States, 62 FR 17287–17337 (April 9, 1997). However, OMB specifically noted that it was not requiring any non-statistical agencies, such as the Commission, to use the NAICS because the non-statistical agencies played no role in the development of the NAICS. Instead, OMB noted that non-statistical agencies should utilize the NAICS only after the “head of the agency administering that program has . . . determined that the use of such industry definitions is appropriate to the implementation of the program’s objectives.” *Id.*

The Commission has determined that requiring filing persons to report revenue data using the NAICS will further the policy objectives of the HSR notification program because the NAICS has several characteristics that will contribute to a more meaningful antitrust analysis. First, the NAICS was designed to describe the United States economy more accurately than the SIC. With its nine new service industry sectors and 358 new industries, the NAICS should provide more precise comparisons for product markets. The review of the NAICS every five years should also provide more accurate comparisons in a dynamic economy.

Second, the Commission has traditionally relied upon the most current economic data to analyze the potential anticompetitive effects of proposed transactions.⁵ The “1997 Economic Census” and the “1997 Numerical List of Manufactured and Mineral Products” published by Bureau of the Census contain such data and use the NAICS.

Third, the NAICS is erected on a production-oriented, or supply-based, conceptual framework to ensure the internal consistency of its industry classifications. Businesses that use identical or similar production processes are grouped together. This organizational concept will be useful to the Commission and the Assistant Attorney General when they evaluate entry and industry overlap issues as part of their antitrust analysis of proposed transactions.

Incorporating the NAICS into the Form and the Instructions will ensure that filing persons provide revenues in a format that can be compared to the most recent and complete economic data published by the Bureau of the Census. The amended Form and Instructions will require the 6-digit

NAICS industry code where the Form and Instructions currently require the 4-digit SIC industry code. Filing persons should be aware, however, that certain NAICS industry codes only contain 5-digits. In those instances, the filing person should add a zero (0) to the end of the five-digit code when completing the Form. Seven-digit NAICS product class codes and the 10-digit NAICS product codes should be used where the Form and Instructions currently require the 5-digit SIC class codes and the 7-digit SIC product codes.⁶

We reiterate that filing persons must continue to use the SIC codes through June 30, 2001, and that all parties to a transaction must use the same classification system. For transactions identified as Section 801.30 transactions, where the acquiring person files before July 1, 2001 with the expectation that the acquired person will file on or after July 1, 2001, the Premerger Notification Office recommends that the acquiring person use the NAICS industry and product codes to ensure the efficient handling of the filing.

Amendments to the Form and Instructions

Items 5, 7, and 8 of the Form and Instructions will require that revenue data be provided using the NAICS. References to the SIC codes in Section 801.1(j) and Section 802.2(g) will be replaced with NAICS references. References to the “1992 base year” will be replaced with “1997 base year” throughout the Form and Instructions. Filing persons should refer to the “1997 Numerical List of Manufactured and Mineral Products” (EC97M31R-NL) published by the Bureau of the Census to locate product class codes and product codes.

As noted above, several other minor changes to the Form and the Instructions will be made. Most of these changes either clarify the requirements of the Form and Instructions or correct technical errors in earlier versions. In addition, the Insurance Appendix will be deleted and filing persons should report revenues from all insurance activities in Item 5 of the Form. Finally,

Section 803.2 will be amended to reflect the deletion of the Insurance Appendix.

Section 801.1(j) Engaged in Manufacturing

In Section 801.1(j), the definition of “Engaged in manufacturing,” will be amended by replacing “products within industries 2000–3999 as coded in the Standard Industrial Classification Manual (1972 Edition)” with “products within industries in Sectors 31–33 as coded by the North American Industrial Classification System (1997 Edition).” This amendment is needed to update the definition to refer to the applicable NAICS sector rather than the SIC industry code.

Section 802.2(g) Certain Acquisitions of Real Property Assets

In Section 802.2(g), the reference to the SIC in the parenthetical will be amended by replacing “(activities within SIC Major Groups 01 and 02)” with “(activities within NAICS sector 11).” This amendment is necessary to update the definition to refer to the applicable NAICS sector rather than the SIC industry codes. Section 802.2(g) is also the subject of a substantive proposed rule change set forth at 66 FR 8723–8729 (February 1, 2001), but that change will not affect the parenthetical referenced here. The parenthetical reference to “(activities within SIC Major Groups 01 and 02)” will be amended as of July 1, 2001, along with the other NAICS changes.

Item 3 of the Instructions

The last sentence of the Instruction to Item 3(a) will be corrected by inserting the word “involved” between the words “persons” and “in.” In the Instruction to Item 3(c), the reference to “items 3(c)(i)–3(c)(viii)” will be corrected to read “items 3(c)(i)–3(c)(vi).”

Item 5 of the Form and Instructions

The last paragraph of the general instruction to Items 5(a) through 5(c) will be revised to clarify that persons filing notification should report revenues derived by all entities included within the person at the time the Notification and Report Form is prepared for each applicable subpart of Item 5. Filing persons have always been required to provide this information for all entities they controlled at the time of filing. The specific reference to the base year in the instruction was added because the Commission wanted to make clear that information for the base year should be included for those entities that were acquired after the base year. Since the instruction has been the subject of questions on several

⁶ Cross-reference tables comparing the 1997 NAICS product classes and product codes to the 1992 SIC product classes and vice versa, are found in Appendices E and F, respectively, in the “1997 Numerical List of Manufactured and Mineral Products.” For an electronic version of the “Numerical List,” visit the Bureau of Census web site. Click on “Publications” and search the “Numerical List.” Where a product code is not listed in the specific subsector table refer to the “Current Industrial Reports” by clicking on the letter “C” located on the left grid of the web site.

⁵ Periodically, the Commission has adjusted the base year when the Bureau of the Census published a new “Economic Census.” See 45 FR 14205 (March 5, 1980); 51 FR 10368 (March 26, 1986); 55 FR 31371 (August 2, 1990); and 60 FR 40704 (August 9, 1995).

occasions, the revised language should eliminate any confusion about this requirement.

Item 5(a) will require that the filing person provide 1997 base year revenue data for each 6-digit NAICS industry code(s) in which it derived revenues. Item 5(b)(i) will require that a filing person engaged in manufacturing provide 1997 base year revenue data for each 10-digit NAICS product code(s) in which it derived any revenues. Item 5(c) will require that a filing person engaged in non-manufacturing activities provide 6-digit NAICS industry revenue data for the most recent year.

Item 5(b)(ii) will require that the filing person identify each manufactured product it has added or deleted since 1997 by 10-digit NAICS-based product code(s). The filing person must also give the year in which the product was added or deleted, and must provide the total dollar revenue attributable to each product added for the most recent year by 10-digit NAICS-based product code.

The second paragraph of the Instruction to Item 5(b)(ii) will be revised to clarify that while products added by reason of acquisition of an entity are not included in this item, products added by reason of an acquisition of assets constituting less than an entity should be reported. The paragraph will also be revised to clarify that the same is true of products deleted by disposition of assets. The reference to dispositions of voting securities will be removed in order to correct a technical error in the original instructions. (If a product has been deleted by a disposition of voting securities, then that issuer is no longer within the person filing notification, and no Item 5 information is required for that issuer.)

Item 5(b)(iii) will require that the filing person engaged in manufacturing provide revenue data for the most recent year for each 7-digit NAICS-based class code(s) in which it derived revenues.

The paragraph following the note to Item 5(c) in the Instructions references the Insurance Appendix, which was designed to elicit information relating to insurance activities, broken down by type of insurance. Over time, the Commission has determined that requiring a separate listing for insurance overlaps has not been particularly useful. Consequently, all insurance revenues, including those revenues previously classified under 2-digit SIC major group 63, will now be required to be reported in Item 5. The Insurance Appendix will be deleted and this reference in the Instructions will no longer be needed.

Item 5(d)(iv) of the Form and the Instructions will require that the filing

person identify the source of dollar revenues by 6-digit NAICS industry code(s) for a joint venture or other corporation. If the joint venture or other corporation is engaged in manufacturing, the filing person will be required to specify each 7-digit NAICS-based product class code in which it will derive revenues.

In Item 5(d) of the Form, the number “(1)” will be changed to “(i)” to correct a typographical error.

Item 6 of the Form

In the heading of Item 6(b) on the Form, the word “or” will be corrected to “of,” so that it reads, “Shareholders of Person Filing Notification.”

Item 7 of the Form and Instructions

Item 7, which currently requires geographic market information for any 4-digit SIC code in which more than one party to the transaction derives revenues, will require this geographic market information by 6-digit NAICS industry code(s).

Items 7(c)(i–vi) of the Instructions, which require the submission of geographic market information by state and, in some instances, by county, city or town, will be amended by adding the references to the NAICS sectors and subsectors rather than the SIC major groups. The reference to the NAICS sectors and subsectors were carefully compared with the SIC to ensure that the assignment of NAICS codes to subdivisions (i–vi) of Item 7(c) will correspond to the SIC codes currently required. For example, the Instructions to Items 7(c)(v) and 7(c)(vi) will be revised to accommodate a change in classification under the NAICS of insurance agencies/brokerages and insurance carriers. Insurance agencies and brokerages have always been required to list the states in which their establishments are located, while insurance carriers are required to list the states in which they are licensed to write insurance. Under the SIC, agencies and brokerages were reported under Major Group 64, while insurance carriers were reported under Major Group 63. Both types of activities are classified under Sector 52 in the NAICS, but insurance carriers and insurance agencies/brokerages are classified under NAICS Industry Group 5241 and 5242, respectively. Thus, the Instruction to Item 7(c)(v) will apply to insurance agencies/brokers (NAICS Industry Group 5242) and the Instruction to Item 7(c)(vi) will apply to insurance carriers (NAICS Industry Group 5241).

Item 8 of the Form and Instructions

Item 8 requires that the acquiring person report certain recent acquisitions of assets and voting securities, where the assets or voting securities that were previously acquired derived revenues in the same 4-digit SIC code as reported in Item 7 in the instant acquisition. This item will ask for this information by 6-digit NAICS industry code(s).

The instruction to Item 8 will be revised to clarify that information should be provided as to any previous acquisitions where such acquisitions were of a controlling interest in an issuer with sales or assets satisfying the threshold in the instruction. The previous language, requiring the listing of acquisitions of “more than 50 percent” of the voting securities of an entity, did not technically encompass an acquisition of exactly 50 percent, which also would constitute a controlling interest. The instruction for asset acquisitions will also be revised to require the listing of any previous acquisition of assets valued at or above the statutory size-of-transaction test at the time of their acquisition, rather than any acquisition of more than 50 percent of the assets of an entity. Requiring the listing of asset acquisitions of a potentially reportable size at the time of their acquisition, and therefore deemed by Congress to warrant antitrust scrutiny, should yield more meaningful information than the listing of acquisitions of over 50 percent of the assets of an entity with assets of \$10 million or more, which could be extremely small and of little antitrust significance. In addition, the requirement to provide annual net sales and total assets of the acquired entity in the year prior to the acquisition has been eliminated. Numerous informal comments have been received over the years indicating that this information is often difficult to obtain, particularly for prior acquisitions of assets. The agencies have determined that the burden placed on persons filing notification outweighs the usefulness of the information in analyzing the antitrust implications of the transaction. Accordingly, Items 8(e) and 8(f) will be deleted and Item 8(g) will be redesignated as Item 8(e).

Insurance Appendix and Section 803.2

As noted in Item 5, this appendix will be deleted in its entirety. Section 803.2 has been amended to reflect the deletion.

Administrative Procedure Act

The requirement to publish a notice of proposed rulemaking and afford an

opportunity for public comment under the Administrative Procedure Act does not apply when an agency for good cause finds that such procedure would be "impracticable, unnecessary, or contrary to the public interest." See 5 U.S.C. 553(b)(A).

The Commission believes that a notice of proposed rulemaking with public comment is unnecessary here. The NAICS has already become the U.S. standard as an industrial classification system for statistical agencies, replacing the SIC. The NAICS is used by all federal statistical agencies, and has already been widely adopted by state agencies, trade associations, private businesses, and other organizations. Moreover, as noted earlier, the use of the NAICS will improve both the accuracy and consistency of data submitted by filing parties and the evaluation of entry and industry overlap issues as part of the Commission's premerger antitrust analysis. In addition, these revisions will not alter or otherwise affect the substantive rights of the filing parties or the standards by which the Commission is required to conduct such premerger review. Finally, the publication of this interim rule is being made to provide the public with ample opportunity to implement the change to the NAICS from the SIC.

Nonetheless, the Commission is soliciting comment regarding the July 1, 2001 effective date of these amendments to ascertain whether it provides sufficient time for filing persons to comply.

After the comment period, the Commission will publish a notice and final rule in the **Federal Register**. The notice will discuss comments received and will indicate the action taken by the Commission in light of such comments.

Regulatory Flexibility Act

The information required by the amended Form is substantially the same as the information elicited on the current Form. The only difference is that filing persons will be required to report revenue data using the NAICS instead of the SIC in Items 5, 7, and 8. The change in base year simply requires that filing persons use data from the "1997 Economic Census" rather than data from the "1992 Economic Census." The ministerial changes clarify or simplify existing practices.

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 proposed amendments on small businesses, except where the agency head 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,⁷ the premerger notification rules rarely, if ever, affect small businesses. The recent amendments to section 7A of the Clayton Act and the Commission's implementing rule amendments were intended to reduce the burden of the premerger notification program by exempting all transactions valued at \$50 million or less.

Furthermore, most federal statistical agencies have adopted the NAICS since 1997. Accordingly, many companies that currently file HSR notifications have submitted economic information to the Bureau of the Census using the NAICS codes since 1997. For these filing persons, reporting base year revenue data classified under the NAICS should present little difficulty. For persons that do not have base year revenue data coded under the NAICS, the delayed effective date of the amendments to the Form should provide sufficient time to convert their SIC data to the NAICS format with minimal burden. Finally, potential filers have always been required to provide base year data from the most recent Economic Census since the inception of the Form in 1978.

In light of the foregoing, the Commission certifies that the amendments to the Form will not have a significant economic impact on a substantial number of small entities within the meaning of the Regulatory Flexibility Act, 5 U.S.C. 601-612. Thus, neither an initial nor a final regulatory flexibility analysis of this revision is required. 5 U.S.C. 605. This document serves as the required notice of this certification to the Small Business Administration.

Paperwork Reduction Act

The Commission's revisions to the Form 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).

⁷ As noted in the Commission's recent publication of interim rules amending the premerger notification rules, the increase in reporting threshold from \$15 million to \$50 million has significantly reduced the number of entities affected by the premerger notification program. See 66 FR 8680, 8687 (February 2, 2001).

List of Subjects in 16 CFR Parts 801, 802, and 803

Antitrust, Business and industry, Reporting and recordkeeping requirements.

For the reasons stated in the preamble, the Commission amends 16 CFR part 801, 802, and 803 as follows:

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 paragraph (j) to read as follows:

§ 801.1 Definitions

* * * * *

(j) *Engaged in manufacturing.* A person is engaged in manufacturing if it produces and derives annual sales or revenues in excess of \$1 million from products within industries in Sectors 31-33 as coded by the North American Industrial Classification System (1997 Edition) published by the Executive Office of the President, Office of Management and Budget.

* * * * *

PART 802—EXEMPTION RULES

3. The authority citation for part 802 continues to read as follows:

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

4. Amend § 802.2 by revising paragraph (g) to read as follows:

§ 802.2 Certain acquisitions of real property assets.

* * * * *

(g) *Agricultural property.* An acquisition of agricultural property, assets incidental to the ownership of such property and associated agricultural assets shall be exempt from the requirements of the act. Agricultural property is real property and assets that primarily generate revenues from the production of crops, fruits, vegetables, livestock, poultry, milk and eggs (activities within NAICS sector 11).

* * * * *

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 paragraphs (b) introductory text, (b)(1) introductory text, and (c) introductory text as set forth below.

§ 803.2 Instructions applicable to Notification and Report Form.

* * * * *

(b) Except as provided in paragraph (b)(2) of this section and paragraph (c) of this section:

(1) items 5–8 of the Notification and Report Form must be completed—

* * * * *

(c) In response to items 5, 7, and 8 of the Notification and Report Form—

* * * * *

7. The Appendix to Part 803 is amended by revising pages I, II, III, IV, V, VI of the instructions to the Antitrust

Improvements Act Notification and Report Form for Certain Mergers and Acquisitions, and pages 1 through 15 of the Notification and Report Form for Certain Mergers and Acquisitions to read as follows:

Appendix to Part 803

**ANTITRUST IMPROVEMENTS ACT
NOTIFICATION AND REPORT FORM
for Certain Mergers and Acquisitions**

INSTRUCTIONS

GENERAL

The Answer Sheets (pp. 1-15) constitute the Notification and Report Form ("the Form") required to be submitted pursuant to § 803.1(a) of the premerger notification rules ("the rules"). Filing persons need not, however, record their responses on the Form.

These instructions specify the information which must be provided in response to the Items on the Answer Sheets. Only the completed Answer Sheets, together with all documentary attachments, are to be filed with the Federal Trade Commission and the Department of Justice.

Persons providing responses on attachment pages rather than on answer sheets must submit a complete set of attachment pages with each copy of the Form.

The term "documentary attachments" refers to materials supplied in responses to Item 3(d), Item 4 and to submissions pursuant to §§ 803.1(b) and 803.11 of the rules.

Information-The central office for information and assistance concerning the rules, 16 CFR Parts 801-803, and the Form is Room 303, Federal Trade Commission, 600 Pennsylvania Avenue, N.W., Washington, D.C. 20580, phone (202) 326-3100.

Definitions-The definitions and other provisions governing this Form are set forth in the rules, 16 CFR Parts 801-803. The governing statute, the rules, and the Statement of Basis and Purpose for the rules are set forth at 43 FR 33450 (July 31, 1978), 44 FR 66781 (November 22, 1979) 48 FR 34427 (July 29, 1983) and Pub. L. No. 106-533, 114 Stat. 2762.

Affidavit-Attach the affidavit required by § 803.5 to page 1 of the Form. Affidavits are not required if the person filing notification is an acquired person in a transaction covered by § 801.30. (See § 803.5(a)).

Responses-Each answer should identify the Item to which it is addressed. Use the reverse side of the corresponding answer sheet or attach separate additional sheets as necessary in answering each Item. Each additional sheet should identify at the top of the page the Item to which it is addressed. Voluntary submissions pursuant to § 803.1(b) should also be identified.

Enter the name of the person filing notification appearing in Item 1(a) on page 1 of the Form and the date on which the Form is completed at the top of each page of the Form, at the top of any sheets attached to complete the response to any Item, and at the top of the first or cover page of each documentary attachment.

If unable to answer any Item fully, give such information as is available and provide a statement of reasons for non-compliance as required by § 803.3. If exact answers to any Item cannot be given, enter best estimates and indicate the sources or bases of such estimates. Estimated data should be followed by the notation, "est." All information should be rounded to the nearest thousand dollars.

Year-All references to "year" refer to calendar year. If the data are not available on a calendar year basis, supply the requested data for the fiscal year reporting period which most nearly corresponds to the calendar year specified. References to "most recent year" mean the most recent calendar or fiscal year for which the requested information is available.

North American Industry Classification System (NAICS) Data-This Notification and Report Form requests information regarding dollar revenues and lines of commerce at three 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 national 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 NAICS product class and 10-digit NAICS product code levels. The term "dollar revenues" is defined in § 803.2(d).

References-In reporting information by 6-digit NAICS industry code refer to the *North American Industry Classification System - United States, 1997 (1997 NAICS Manual)* published by the Executive Office of the President, Office of Management and Budget. In reporting information by 7-digit NAICS product class and 10-digit NAICS product code refer to the *1997 Numerical List of Manufactured and Mineral Products (EC97M31R-NL)* published by the Bureau of the Census. Information regarding NAICS also is available at www.census.gov, or by dialing 1-888-75NAICS.

Privacy Act Statement-Section 18a(a) of Title 15 of the U.S. Code authorizes the collection of this information. The primary use of this information is to determine whether the merger or acquisition reported in the Notification and Report Form may violate the antitrust laws.

Furnishing the information on the Form is voluntary. Consummation of an acquisition required to be reported by the statute cited above without having provided this information may, however, render a person liable to civil penalties up to \$11,000 per day.

Items 5, 7, 8-Supply information only with respect to operations conducted within the United States, including its commonwealths, territories, possessions and the District of Columbia. (See §§ 801.1(k); 803.2(c)(1).)

Information need not be supplied regarding assets or voting securities currently being acquired, when the acquisition is exempt under the statute or rules. (See § 803.2(c)(2).)

The acquired person should limit its response in the case of an acquisition of assets, to the assets being sold, 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. Separate responses may be required where a person is both acquiring and acquired. (See § 803.2(b) and (c).)

Filing-Complete and return two copies (with one notarized original affidavit and certification and one set of documentary attachments) of this Notification and Report Form to the Premerger Notification Office, Bureau of Competition, Room 303, Federal Trade Commission, 600 Pennsylvania Avenue, N.W., Washington, D.C. 20580. Three copies (with one set of documentary attachments) should be sent to: Director of Operations, Antitrust Division, Department of Justice, Patrick Henry Bldg., 601 D Street, N.W., Room #10013, Washington, D.C. 20530. (For FEDEX airbills to the Department of Justice, do not use the 20530 zip code; use zip code 20004.)

ITEM BY ITEM

Affidavit-Attach the affidavit required by § 803.5 to page 1 of the Answer Sheets. Acquiring persons in transactions covered by § 801.30 are required to also submit a copy of the notice served on the acquired person pursuant to § 803.5(a)(1). (See § 803.5(a)(3).)

Fee Information-The fee for filing the Notification and Report Form is based on the aggregate total amount of assets and voting securities to be held as a result of the acquisition:

Value of assets or voting securities to be held	Fee Amount
greater than \$50 million but less than \$100 million	\$45,000
\$100 million or greater but less than \$500 million	\$125,000
\$500 million or greater	\$280,000

Amount Paid-Indicate the amount of the filing fee paid. This amount should be net of any banking or financial institution charges. Where an explanatory attachment is required, include in your explanation any adjustments to the acquisition price that serve to lower the fee from that which would otherwise be due. If there is no acquisition price or if the acquisition price may fall within a range that straddles two filing fee thresholds, state the transaction value on which the fee is based and explain the valuation method used. Include in your explanation a description of any exempt assets, the value assigned to each, and the valuation method used.

A Valuation Worksheet available from the Premerger Notification Office will be helpful in determining the value of a transaction for filing and fee purposes. This Worksheet need not be submitted with the Notification and Report Form, but it or something similar should be utilized and retained by the acquiring person in the event Commission staff has questions about the valuation of the transaction.

Payer Identification- Provide the 9-digit Taxpayer Identification Number (TIN) of the acquiring person and, if different from the filing person, the TIN of the payer(s) of the filing fee. A payer or filing person who is a natural person having no TIN must provide the name and social security number (SSN) of the payer. If the payer or filing person is a foreign person, only the name of the payer and the name of the filing person need be supplied if different.

Method of Payment-Check the box indicating the method of fee payment. If paying by electronic wire transfer (EWT), provide the name of the financial institution from which the EWT is being sent and the confirmation number.

To insure filing fees paid by EWT are attributed to the appropriate payer filing notification, the payer must provide the following information to the financial institution initiating the EWT:

The Department of Treasury's ABA Number: 021030004;
and
The Federal Trade Commission's ALC Number: 29000001.

If the name used to transmit the EWT differs from the filer's name, provide the alternative name. If the confirmation number is unavailable at the time notification is filed, provide this information by letter within one business day of filing.

Corrective Filing-Put an X in the appropriate box to indicate whether the notification is a corrective filing being made for an acquisition that has already taken place in violation of the statute. Attach a detailed, written explanation signed by a company official explaining (1) how the violation occurred, (2) when and how the violation was discovered and (3) what steps will be taken to ensure compliance in the future.

Transactions Subject to Foreign Antitrust Notification-If to the knowledge or belief of the filing person at the time of filing this notification, a foreign antitrust or competition authority has been or will be notified of the proposed transaction, list the name of each such authority and the date or anticipated date of each such notification. Response to this item is voluntary.

Cash Tender Offer-Put an X in the appropriate box to indicate whether the acquisition is a cash tender offer.

Bankruptcy-Put an X in the appropriate box to indicate whether the acquired person's filing is being made by a trustee in bankruptcy or a debtor-in-possession for a transaction that is subject to section 363(b) of the Bankruptcy Code (11USC § 363).

Early Termination-Put an X in the yes box to request early termination of the waiting period. Notification of each grant of early termination will be published in the Federal Register as required by § 7A(b)(2) of the Clayton Act and on the FTC web site www.ftc.gov.

ITEM 1

Item 1(a)-Give the name and headquarters address of the person filing notification. The name of the person is the name of the ultimate parent entity included within that person.

Item 1(b)-Indicate whether the person filing notification is an acquiring person, an acquired person, or both an acquiring and acquired person. (See § 801.2.)

Item 1(c)-Put an X in the appropriate box to indicate whether the person in Item 1(a) is a corporation, partnership or other (specify).

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 or voting securities 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 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, \$100 million, \$500 million, 25% (if value of voting securities to be held is greater than \$1 billion), or 50%.

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 aggregate total amount of voting securities and assets 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)(iv).

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(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, if the person filing notification does not have copies of responsive documents readily available, identification of such documents and citation to date and place of filing will constitute compliance;

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 prepared balance sheet of the person filing notification and of each unconsolidated United States issuer included within such person;

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, 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 *1997 NAICS Manual* for the 6-digit industry codes and the *1997 Numerical List of Manufactured and Mineral Products (1997 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 *1997 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 1997). For example, if the person filing notification acquired an entity in 1998, it must include that entity's 1997 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 1997.

Item 5(b)(i)-Dollar revenues by manufactured product. Provide the following information on the aggregate operations for the person filing notification for 1997 for each 10-digit NAICS product of the person in NAICS Sectors 31-33 (manufacturing industries).

NOTE: Where the 1997 Numerical List denotes footnote 1 at the end of a specific Subsector, refer to Appendices A, and then B for detail collected in a specified Current Industrial Report. You must provide 10-digit NAICS product codes and descriptions listed in Appendix B.

Item 5(b)(ii)-Products added or deleted. Within NAICS Sectors 31-33 (manufacturing industries), identify each product of the person filing notification added or deleted subsequent to 1997, indicate the year of addition or deletion, and state total dollar revenues in the most recent year for each product that has been added. Products may be identified either by 10-digit NAICS product code or in the manner ordinarily used by the person filing notification.

Do not include products added since 1997 by reason of mergers or acquisitions of entities occurring since 1997. Dollar revenues derived from such products should be included in response to Item 5(b)(i). However, if an entity acquired since 1997 by the person filing notification (and now included within the person) itself has added any products since 1997, these products and the dollar revenues derived therefrom should be listed here. Products deleted by reason of dispositions of assets constituting less than substantially all of the assets of an entity since 1997 should also be listed here.

Item 5(b)(iii)-Dollar revenues by manufactured product class. Provide the following information concerning the aggregate operations of the person filing notification for the most recent year for each 7-digit NAICS product class within NAICS Sectors 31-33 (manufacturing industries) in which the person engaged. If such data have not been compiled for the most recent year, estimates of dollar revenues by 7-digit NAICS product class may be provided if a statement describing the method of estimation is furnished.

Item 5(c)-Dollar revenues by non-manufacturing industry. Provide the following information concerning the aggregate operations of the person filing notification for the most recent year for each 6-digit NAICS industry code in NAICS Sectors other than 31-33 (manufacturing industries) in which the person engaged. If such data have not been compiled for the most recent year, estimates of dollar revenues by 6-digit NAICS industry code may be provided if a statement describing the method of estimation is furnished. Industries for which the dollar revenues totaled less than one million dollars in the most recent year may be omitted.

NOTE: This million dollar minimum is applicable only to Item 5(c).

JOINT VENTURE OR OTHER CORPORATIONS

Item 5(d)-Supply the following information only if the acquisition is the formation of a joint venture or other corporation. (See § 801.40.)

Item 5(d)(i)-List the name and mailing address of the joint venture or other corporation.

Item 5(d)(ii)(A)-List contributions that each person forming the joint venture or other corporation has agreed to make, specifying when each contribution is to be made and the value of the contribution as agreed by the contributors.

Item 5(d)(ii)(B)-Describe any contracts or agreements whereby the joint venture or other corporation will obtain assets or capital from sources other than the persons forming it.

Item 5(d)(ii)(C)-Specify whether and in what amount the persons forming the joint venture or other corporation have agreed to guarantee its credit or obligations.

Item 5(d)(ii)(D)-Describe fully the consideration which each person forming the joint venture or other corporation will receive in exchange for its contribution(s).

Item 5(d)(iii)-Describe generally the business in which the joint venture or other corporation will engage, including location of headquarters and principal plants, warehouses, retail establishments or other places of business, its principal types of products or activities, and the geographic areas in which it will do business.

Item 5(d)(iv)-Identify each 6-digit NAICS industry code in which the joint venture or other corporation will derive dollar revenues. If the joint venture or other corporation will be engaged in manufacturing also specify each 7-digit NAICS product class in which it will derive dollar revenues.

ITEM 6

This item need not be completed by a person filing notification only as an acquired person if only assets are to be acquired. Persons filing notification may respond to Items 6(a), 6(b), or 6(c) by referencing a "document attachment" furnished with this Form if the information so referenced is a complete response and is up-to-date and accurate. Indicate for each Item the specific page(s) of the document that are responsive to that Item.

Item 6(a)-Entities within the person filing notification. List the name and headquarters mailing address of each entity included within the person filing notification. Entities with total assets of less than \$10 million may be omitted.

Item 6(b)-Shareholders of person filing notification. For each entity (including the ultimate parent entity) included within the person filing notification the voting securities of which are held (see § 801.1(c)) by one or more other persons, list the issuer and class of voting securities, the name and headquarters mailing address of each other person which holds five percent or more of the outstanding voting securities of the class and the number and percentage held by that person. Holders need not be listed for entities with total assets of less than \$10 million.

Item 6(c)-Holdings of person filing notification. If the person filing notification holds voting securities of any issuer not included within the person filing notification, list the issuer and class, the number and percentage held, and (optionally) the entity within the person filing notification which holds the securities. Holdings of less than five percent of the outstanding voting securities of any issuers, and holding of issuers with total assets of less than \$10 million may be omitted.

ITEM 7

If, to the knowledge or belief of the person filing notification, the person filing notification derived dollar revenues in the most recent year from operations in industries within any 6-digit NAICS industry code in which any other person that is a party to the acquisition also derived dollar revenues in the most recent year (or in which a joint venture or other corporation will derive dollar revenues), then for each such 6-digit NAICS industry code:

Item 7(a)-supply the 6-digit NAICS industry code and description for the industry;

Item 7(b)-list the name of each person which is a party to the acquisition which also derived dollar revenues in the 6-digit industry;

Item 7(c)-*Geographic market information:*

Item 7(c)(i)-for each 6-digit NAICS industry code within NAICS Sectors 31-33 (manufacturing industries) listed in Item 7(a) above, list the states or, if desired, portions thereof in which, to the knowledge or belief of the person filing notification, the products in that 6-digit NAICS code produced by the person filing notification are sold without a significant change in their form, whether they are sold by the person filing notification or by others to whom such products have been sold or resold;

Item 7(c)(ii)- for each 6-digit NAICS industry code within NAICS Sectors or Subsectors 11 (agriculture, forestry, fishing and hunting); 21 (mining); 22 (utilities); 23 (construction); 48-49 (transportation and warehousing); 511 (publishing industries); 513 (broadcasting and telecommunications); and 71 (arts, entertainment and recreation) listed in item 7(a) above, list the states or, if desired, portions thereof in which the person filing notification conducts such operations;

Item 7(c)(iii)-for each 6-digit NAICS industry code within NAICS Sector 42 (wholesale trade) listed in Item 7(a) above, list the states or, if desired, portions thereof in which the customers of the person filing notification are located;

Item 7(c)(iv)-for each 6-digit NAICS industry code within NAICS Sectors or Subsectors 44-45 (retail trade); 512 (motion picture and sound recording industries); 521 (monetary authorities-central bank); 522 (credit intermediation and related activities); 532 (rental and leasing services); 62 (health care and social assistance); 72 (accommodations and food services); 811 (repair and maintenance); and 812 (personal and laundry services) listed in Item 7(a) above, provide the address, **arranged by state, county and city or town**, of each establishment from which dollar revenues were derived in the most recent year by the person filing notification;

Item 7(c)(v)- for each 6-digit NAICS industry code within NAICS Subsectors 514 (information services and data processing services); 523 (securities, commodity contracts and other financial investments and related activities); 525 (funds, trusts and other financial vehicles); 531 (real estate); 533 (lessors of nonfinancial intangible assets, except copyright works); 54 (professional, scientific and technical services); 55 (management of companies and enterprises); 56 (administrative and support and waste management and remediation services); 61 (educational services); 813 (religious, grantmaking, civic, professional, and similar organizations); and NAICS Industry Group 5242 (insurance agencies and brokerages, third party administration of insurance and pension funds, claims adjusting, and other insurance related activities) listed in Item 7(a) above, list the states or, if desired, portions thereof in which establishments were located from which the person filing notification derived revenues in the most recent year; and

Item 7(c)(vi)-for each 6-digit NAICS industry code within NAICS Industry Group 5241 (insurance carriers) listed in Item 7(a) above, list the state(s) in which the person filing notification is licensed to write insurance.

NOTE: Except in the case of those NAICS major industries in the Sectors and Subsectors mentioned in Item 7(c)(iv) above, the person filing notification may respond with the word "national" if business is conducted in all 50 states.

ITEM 8

Item 8-Previous acquisitions (to be completed by acquiring persons). Determine each 6-digit NAICS industry code listed in Item 7(a) above, in which the person filing notification derived dollar revenues of \$1 million or more in the most recent year and in which either the acquired issuer derived revenues of \$1 million or more in the recent year (or, in which, in the case of the formation of a joint venture or other corporation, the joint venture or other corporation reasonably can be expected to derive revenues of \$1 million or more), or revenues of \$1 million or more in the most recent year were attributable to the acquired assets. For each such 6-digit NAICS industry code, list all acquisitions made by the person filing notification in the five years prior to the date of filing of entities deriving dollar revenues in that 6-digit NAICS industry code. List only acquisitions of 50 percent or more of the voting securities of an issuer which had annual net sales or total assets greater than \$10 million in the year prior to the acquisition, and any acquisitions of assets valued at or above the statutory size-of-transaction test at the time of their acquisition.

For each such acquisition, supply:

- the name of the entity acquired;
- the headquarters address of the entity prior to the acquisition;
- whether securities or assets were acquired;
- the consummation date of the acquisition; and
- the 6-digit (NAICS code) industries by (number and description) identified above in which the acquired entity derived dollar revenues.

CERTIFICATION- (See § 803.6.)

TRANSACTION NUMBER ASSIGNED

16 C.F.R. Part 803 - Appendix
NOTIFICATION AND REPORT FORM FOR CERTAIN MERGERS AND ACQUISITIONS

Approved by OMB
 3084-0005
 Expires 08/31/02

THE INFORMATION REQUIRED TO BE SUPPLIED ON THESE ANSWER SHEETS IS SPECIFIED IN THE INSTRUCTIONS

> Attach the Affidavit required by § 803.5 to this page.

<p>FEE INFORMATION</p> <p>AMOUNT PAID \$ _____</p> <p>In cases where your filing fee would be higher if based on acquisition price or where the acquisition price is undetermined to the extent that it may straddle a filing fee threshold, attach an explanation of how you determined the appropriate fee (<i>acquiring persons only</i>).</p> <p>Attachment Number _____</p>	<p>TAXPAYER IDENTIFICATION NUMBER _____ or SOCIAL SECURITY NUMBER of payer _____ (<i>acquiring person (and payer if different from acquiring person)</i>)</p> <p>CHECK ATTACHED <input type="checkbox"/> MONEY ORDER ATTACHED <input type="checkbox"/></p> <p>WIRE TRANSFER <input type="checkbox"/> CONFIRMATION NO. _____</p> <p>FROM: NAME OF INSTITUTION _____</p> <p>NAME OF PAYER (if different from PERSON FILING) _____</p>
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IS THIS A CORRECTIVE FILING? YES NO

IS THIS ACQUISITION SUBJECT TO FOREIGN FILING REQUIREMENTS? YES NO
 If YES, list jurisdictions: _____

IS THIS ACQUISITION A CASH TENDER OFFER? YES NO BANKRUPTCY? YES NO

DO YOU REQUEST EARLY TERMINATION OF THE WAITING PERIOD? (*Grants of early termination are published in the Federal Register AND on the FTC web site www.ftc.gov*)
 YES NO

ITEM 1 – PERSON FILING

1(a) NAME and HEADQUARTERS ADDRESS of PERSON FILING

1(b) PERSON FILING NOTIFICATION IS
 an acquiring person an acquired person both

1(c) PUT AN "X" IN THE APPROPRIATE BOX TO DESCRIBE PERSON FILING NOTIFICATION
 Corporation Partnership Other (*Specify*): _____

1(d) DATA FURNISHED BY
 calendar year fiscal year (*specify period*) _____ (month/year) to _____ (month/year)

THIS FORM IS REQUIRED BY LAW and must be filed separately by each person which, by reason of a merger, consolidation or acquisition, is subject to §7A of the Clayton Act, 15 U.S.C. §18a, as added by Section 201 of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, Pub. L. No. 94-435, 90 Stat. 1390, and rules promulgated thereunder (hereinafter referred to as "the rules" or by section number). The statute and rules are set forth in the *Federal Register* at 43 FR 33450; the rules may also be found at 16 CFR Parts 801-03. Failure to file this **Notification and Report Form**, and to observe the required waiting period before consummating the acquisition in accordance with the applicable provisions of 15 U.S.C. §18a and the rules, subjects any "person," as defined in the rules, or any individuals responsible for noncompliance, to liability for a penalty of not more than \$11,000 for each day during which such person is in violation of 15 U.S.C. §18a.

confidential. It is exempt from disclosure under the Freedom of Information Act, and may be made public only in an administrative or judicial proceeding, or disclosed to Congress or to a duly authorized committee or subcommittee of Congress.

Filing - Complete and return *two* copies (with one original affidavit and certification and one set of documentary attachments) of this Notification and Report Form to: Premerger Notification Office, Bureau of Competition, Room 303, Federal Trade Commission, 600 Pennsylvania Avenue, N.W., Washington, D.C. 20580. *Three* copies (with one set of documentary attachments) should be sent to: Director of Operations and Merger Enforcement, Antitrust Division, Department of Justice, Patrick Henry Building, 601 D Street, N.W., Room #10013, Washington, D.C. 20530. (For FEDEX airbills to the Department of Justice, do not use the 20530 zip code; use zip code 20004.)

All information and documentary material filed in or with this Form is

DISCLOSURE NOTICE - Public reporting burden for this report is estimated to vary from 8 to 160 hours per response, with an average of 39 hours per response, including time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding the burden estimate or any other aspect of this report, including suggestions for reducing this burden to:

Under the Paperwork Reduction Act, as amended, an agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid OMB control number. That number is 3084-0005, which also appears in the upper right-hand corner of the first page of this form.

Premerger Notification Office, Office of Information and Regulatory Affairs,
 H-303
 Federal Trade Commission, Office of Management and Budget
 Washington, DC 20580 Washington, DC 20503

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

PERCENT OF VOTING SECURITIES 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	
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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 of other corporation (see § 801.40) | <input type="checkbox"/> an acquisition subject to § 801.31 |
| <input type="checkbox"/> an acquisition subject to § 801.30 (specify type) | |
| <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)

- \$50 million
 \$100 million
 \$500 million
 25% (see Instructions)
 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) AGGREGATE TOTAL VALUE
\$	%	\$	\$

NAME OF PERSON FILING NOTIFICATION	DATE
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2(e) If aggregate total value in 2(d)(iv) 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

NAME OF PERSON FILING NOTIFICATION	DATE
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3(b)(i) ASSETS TO BE ACQUIRED (to be completed only for asset acquisitions)

3(b)(ii) ASSETS HELD BY ACQUIRING PERSON

3(c) VOTING SECURITIES TO BE ACQUIRED

3(c)(i) LIST AND DESCRIPTION OF VOTING SECURITIES AND LIST OF NON-VOTING SECURITIES:

3(c)(ii) TOTAL NUMBER OF SHARES OF EACH CLASS OF SECURITY:

3(c)(iii) TOTAL NUMBER OF SHARES OF EACH CLASS OF SECURITY BEING ACQUIRED:

NAME OF PERSON FILING NOTIFICATION

DATE

3(c)(iv) IDENTITY OF PERSONS ACQUIRING SECURITIES:

3(c)(v) DOLLAR VALUE OF SECURITIES IN EACH CLASS BEING ACQUIRED:

3(c)(vi) TOTAL NUMBER OF EACH CLASS OF SECURITIES TO BE HELD AS A RESULT OF THE ACQUISITION:

3(d) SUBMIT A COPY OF THE MOST RECENT VERSION OF CONTRACT OR AGREEMENT (or letter of intent to merge or acquire)

DO NOT ATTACH THIS DOCUMENT TO THIS PAGE

ATTACHMENT OR REFERENCE NUMBER OF CONTRACT OR AGREEMENT _____

NAME OF PERSON FILING NOTIFICATION	DATE
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ITEM 4 PERSONS FILING NOTIFICATION MAY PROVIDE BELOW AN OPTIONAL INDEX OF DOCUMENTS REQUIRED TO BE SUBMITTED BY ITEM 4 (See Item by Item instructions). THESE DOCUMENTS SHOULD NOT BE ATTACHED TO THIS PAGE.

4(a) DOCUMENTS FILED WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION ATTACHMENT OR REFERENCE NUMBER

4(b) ANNUAL REPORTS, ANNUAL AUDIT REPORTS, AND REGULARLY PREPARED BALANCE SHEETS ATTACHMENT OR REFERENCE NUMBER

4(c) STUDIES, SURVEYS, ANALYSES, AND REPORTS ATTACHMENT OR REFERENCE NUMBER

NAME OF PERSON FILING NOTIFICATION

DATE

ITEM 5 (See "References" listed in the General Instructions to the Form. Refer to the *North American Industry Classification System-United States, 1997 (1997 NAICS Manual)* for the 6-digit (NAICS) industry codes. Refer to the *1997 Numerical List of Manufactured and Mineral Products (EC97M31R-NL)* for the 7-digit product class codes and the 10-digit product codes. Report revenues for the 7-digit product class codes and 10-digit product codes using the codes in the columns labeled "Product code." For further information on NAICS-based codes visit the www.census.gov web site.)

5(a) DOLLAR REVENUES BY INDUSTRY

6-DIGIT
INDUSTRY CODE

DESCRIPTION

1997 TOTAL
DOLLAR REVENUES

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

ITEM 5(b)(ii) PRODUCTS ADDED OR DELETED

DESCRIPTION (10-DIGIT PRODUCT CODE)	ADD	DELETE	YEAR OF CHANGE	TOTAL DOLLAR REVENUES

ITEM 5(b)(iii) DOLLAR REVENUES BY MANUFACTURED PRODUCT CLASS

7-DIGIT PRODUCT CLASS	DESCRIPTION	<table border="1"> <tr> <td>YEAR</td> </tr> <tr> <td>TOTAL DOLLAR REVENUES</td> </tr> </table>	YEAR	TOTAL DOLLAR REVENUES
YEAR				
TOTAL DOLLAR REVENUES				

(Item 5(b)(iii) continued on page 10)

NAME OF PERSON FILING NOTIFICATION	DATE
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ITEM 5(b)(iii) DOLLAR REVENUES BY MANUFACTURED PRODUCT CLASS - CONTINUED

7-DIGIT PRODUCT CLASS	DESCRIPTION	YEAR _____ TOTAL DOLLAR REVENUES

ITEM 5(c) DOLLAR REVENUES BY NON-MANUFACTURING INDUSTRY

6-DIGIT INDUSTRY CODE	DESCRIPTION	YEAR _____ TOTAL DOLLAR REVENUES

NAME OF PERSON FILING NOTIFICATION

DATE

5(d) COMPLETE ONLY IF ACQUISITION IS IN THE FORMATION OF A JOINT VENTURE OR OTHER CORPORATION

5(d)(i) NAME AND ADDRESS OF THE JOINT VENTURE OR OTHER CORPORATION

5(d)(ii)

(A) CONTRIBUTIONS THAT EACH PERSON FORMING THE JOINT VENTURE OR OTHER CORPORATION HAS AGREED TO MAKE

(B) DESCRIPTION OF ANY CONTRACTS OR AGREEMENTS

(C) DESCRIPTION OF ANY CREDIT GUARANTEES OR OBLIGATIONS

(D) DESCRIPTION OF CONSIDERATION WHICH EACH PERSON FORMING THE JOINT VENTURE OR OTHER CORPORATION WILL RECEIVE

5(d)(iii) DESCRIPTION OF THE BUSINESS IN WHICH THE JOINT VENTURE OR OTHER CORPORATION WILL ENGAGE

5(d)(iv) SOURCE OF DOLLAR REVENUES BY 6-DIGIT INDUSTRY CODE (non-manufacturing) AND BY 7-DIGIT PRODUCT CLASS (manufacturing)

NAME OF PERSON FILING NOTIFICATION	DATE
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ITEM 6

6(a) ENTITIES WITHIN PERSON FILING NOTIFICATION

6(b) SHAREHOLDERS OF PERSON FILING NOTIFICATION

NAME OF PERSON FILING NOTIFICATION	DATE
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6(c) HOLDINGS OF PERSON FILING NOTIFICATION

ITEM 7 DOLLAR REVENUES

7(a) 6-DIGIT NAICS CODE AND DESCRIPTION

7(b) NAME OF EACH PERSON WHICH ALSO DERIVED DOLLAR REVENUES

NAME OF PERSON FILING NOTIFICATION	DATE
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7(c) GEOGRAPHIC MARKET INFORMATION

ITEM 8 PRIOR ACQUISITIONS (to be completed by acquiring person only)

NAME OF PERSON FILING NOTIFICATION	DATE
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CERTIFICATION

This **NOTIFICATION AND REPORT FORM**, together with any and all appendices and attachments thereto, was prepared and assembled under my supervision in accordance with instructions issued by the Federal Trade Commission. Subject to the recognition that, where so indicated, reasonable estimates have been made because books and records do not provide the required data, the information is, to the best of my knowledge, true, correct, and complete in accordance with the statute and rules.

NAME (Please print or type)	TITLE
SIGNATURE	DATE

Subscribed and sworn to before me at the

City of _____, State of _____

this _____ day of _____, the year _____

Signature _____

My Commission expires _____

[SEAL]

* * * * *

By direction of the Commission.
Donald S. Clark,
Secretary.
 [FR Doc. 01-11592 Filed 5-8-01; 8:45 am]
BILLING CODE 6750-01-C