Proposed Agenda: Old Business, New Business, On-Campus Program Survey.

The meeting will be open to the public with seating available on a first-come, first-serve basis. Members of the general public who plan to attend the quarterly meeting should contact the Office of the Superintendent, National Fire Academy, U.S. Fire Administration, 16825 South Seton Avenue, Emmitsburg, Maryland, 21727 (telephone number, 301–447–1117) on or before January 31, 1992.

Minutes of the meeting will be prepared by the Board and will be available for public viewing in the Administrator's Office, U.S. Fire Administration, Federal Emergency Management Agency, 16825 South Seton Avenue, Emmitsburg, Maryland 21727. Copies of the minutes will be available upon request 30 days after the meeting.

Dated: December 10, 1991.

Olin L. Greene,

U.S. Fire Administrator.

[FR Doc. 92–935 Filed 1–14–92; 8:45 am]

BILLING CODE 6718–01–M

FEDERAL RESERVE SYSTEM

Gordon M. Dobberstein; Change In Bank Control Notice; Acquisition of Shares of Banks or Bank Holding Companies

The notificant listed below has 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 notices are set forth in paragraph 7 of the Act (12 U.S.C. 1817(j)(7)).

The notice is available for immediate inspection at the Federal Reserve Bank indicated. Once the notice has been accepted for processing, it will also be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing to the Reserve Bank indicated for the notice or to the offices of the Board of Governors. Comments must be received not later than February 5, 1992.

A. Federal Reserve Bank of Minneapolis (James M. Lyon, Vice President) 250 Marquette Avenue, Minneapolis, Minnesota 55480:

1. Gordon M. Dobberstein, Gary, Minnesota; to acquire an additional 19.02 percent of the voting shares of Oppegard Agency, Inc., Moorhead, Minnesota, for a total of 29.83 percent.

Board of Governors of the Federal Reserve System, January 9, 1992.

Jennifer J. Johnson,

Associate Secretary of the Board.

[FR Doc. 92–1003 Filed 1–14–92; 8:45 am]

BILLING CODE 6210–01–F

Mid-Missouri Bancshares, Inc., et al.; Formations of; Acquisitions by; and Mergers of Bank Holding Companies

The companies listed in this notice have applied for the Board's approval under section 3 of the Bank Holding Company Act (12 U.S.C. 1842) and § 225.14 of the Board's Regulation Y (12 CFR 225.14) to become a bank holding company or to acquire a bank or bank holding company. The factors that are considered in acting on the applications are set forth in section 3(c) of the Act (12 U.S.C. 1842(c)).

Each application is available for immediate inspection at the Federal Reserve Bank indicated. Once the application has been accepted for processing, it will also be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing to the Reserve Bank or to the offices of the Board of Governors. Any comment on an application that requests a hearing must include a statement of why a written presentation would not suffice in lieu of a hearing, identifying specifically any questions of fact that are in dispute and summarizing the evidence that would be presented at a hearing.

Unless otherwise noted, comments regarding each of these applications must be received not later than February 5, 1992.

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

1. Mid-Missouri Bancshares, Inc., Nevada, Missouri; to acquire 100 percent of the voting shares of Tri-County State Bank, El Dorado Springs, Missouri.

C. Federal Reserve Bank of Dallas (W. Arthur Tribble, Vice President) 400 South Akard Street, Dallas, Texas 75222:

1. CBH, Inc., Wilmington, Delaware; to become a bank holding company by acquiring 100 percent of the voting shares of Charter National Bank-Colonial, Houston, Texas, and Charter National Bank-Houston, Houston, Texas.

2. Minden Bancshares, Inc., Minden, Louisiana; to merge with Webster Bancshares, Inc., Minden, Louisiana, and thereby indirectly acquire Webster Bank & Trust Company, Minden, Louisiana.

Board of Governors of the Federal Reserve System, January 9, 1992.

Jennifer J. Johnson,

Associate Secretary of the Board.

[FR Doc. 92–1004 Filed 1–14–92; 8:45 am]

BILLING CODE 6210–01–F

FEDERAL TRADE COMMISSION

[FILE No. 891–0048]

Debes Corp., et al.; Proposed Consent Agreement With Analysis To Aid Public Comment

AGENCY: Federal Trade Commission.

ACTION: Proposed consent agreement.

SUMMARY: In settlement of alleged violations of Federal law prohibiting unfair acts and practices and unfair methods of competition, this consent agreement, accepted subject to final Commission approval, would prohibit, among other things, six Rockford, Illinois-area nursing homes and two corporations that own and operate nursing homes from entering into agreements to boycott temporary nurse registries or to fix prices charged by such registries. In addition, the order would prohibit, for ten years, any agreement with any other respondent to purchase or use the services of any particular temporary nurse registry.

DATES: Comments must be received on or before March 16, 1992.

ADDRESSES: Comments should be directed to: FTC/Office of the Secretary, room 159, 6th St. and Pa. Ave., NW., Washington, DC 20580.

FOR FURTHER INFORMATION CONTACT: C Steven Baker, Chicago Regional Office, Federal Trade Commission, 55 East Monroe St., suite 1437, Chicago, IL 60603. (312) 353–4423.

SUPPLEMENTARY INFORMATION: Pursuant to section 6(f) of the Federal Trade Commission Act, 38 Stat. 721, 15 U.S.C. 46 and § 2.34 of the Commission's Rules of Practice (16 CFR 2.34), notice is hereby given that the following 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 sixty (60) days. Public comment is invited. Such comments or views will be considered by the Commission and will be available for inspection and copying at its principal office in accordance with § 4.9(b)(6)(ii) of the Commission's Rules of Practice (16 CFR 4.9(b)(6)(ii)).

The Federal Trade Commission having initiated an investigation of certain acts and practices of Debes

Corporation, a corporation, Alama Nelson Manor, Inc., a corporation, Park Strathmoor Corporation, a corporation, Beverly Enterprises, Inc., a corporation, and its subsidiary, Beverly Enterprises—Illinois, Inc., Fairview Plaza Limited Partnership, a limited partnership, doing business as Fairview Plaza Nursing Home, The Neighbors, Inc., a corporation, and Yorkdale Health Center, Inc., a corporation (hereinafter sometimes referred to as "Debes," "Alma Nelson," "Park Strathmoor," "Beverly," "Beverly-Illinois," "Fairview Plaza," "Neighbors" and "Yorkdale" respectively, or as "proposed respondents," collectively), and it now appearing that proposed respondents are willing to enter into an agreement containing an order to cease and desist from engaging in the acts and practices being investigated,

It is Hereby Agreed by and between proposed respondents and their duly authorized attorneys, and counsel for the Federal Trade Commission that:

1. Proposed respondents are corporations or partnerships organized, existing, and doing business under and by virtue of the laws of the States of Illinois, Delaware or California, with their offices and principal places of business located at the addresses listed below.

2. Proposed respondents admit all the jurisdictional facts set forth in the draft of complaint here attached.

3. Proposed respondents waive:

(a) Any further procedural steps;

(b) The requirement that the Commission's decision contain a statement of findings of fact and conclusions of law:

(c) All rights to seek judicial review or otherwise to challenge or contest the validity of the order entered pursuant to this agreement; and

(d) Any claim under the Equal Access to Justice Act.

4. This agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this agreement is accepted by the Commission it, together with the draft of complaint contemplated thereby, will be placed on the pubic record for a period of sixty (60) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this agreement and so notify proposed respondents, in which event it will take such action as it may consider appropriate, or issue and serve its complaint (in such form as the circumstances may require) and decision, in disposition of the proceeding.

5. This agreement is for settlement purposes only and does not constitute an admission by proposed respondents that the law has been violated as alleged in the draft of complaint here attached.

6. This agreement contemplates that, if it is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of § 2.34 of the Commission's Rules, the Commission may, without further notice to proposed respondents, (1) issue its complaint corresponding in form and substance with the draft of complaint here attached and its decision containing the following order to cease and desist in disposition of the proceeding, and (2) make information public with respect thereto. When so entered, the order to cease and desist shall have the same force and effect and may be altered, modified, or set aside in the same manner and within the same time provided by statute for other orders. The order shall become final upon service. Delivery by the U.S. Postal Service of the complaint and decision containing the agreed-to order to proposed respondents' addresses as stated in this agreement shall constitute service. Proposed respondents waive any right they may have to any other manner of service. The complaint may be used in construing the terms of the order, and no agreement, understanding, representation, or interpretation not contained in the order or the agreement may be used to vary or contradict the terms of the order.

7. Proposed respondents have read the proposed complaint and order contemplated hereby. They understand that once the order has been issued, they will be required to file one or more compliance reports showing that they have fully complied with the order. Proposed respondents further understand that they may be liable for civil penalties in the amount provided by law for each violation of the order after it becomes final.

Order

I.

For purposes of this order, the following definitions shall apply:

(A) *Person* means any individual, partnership, association, company, or corporation, and includes any trustee, receiver, assignee, lessee, or personal representative of any person herein defined.

(B) *Debes* means the Debes Corporation, a corporation organized, existing and doing business under and by virtue of the laws of the State of Illinois, with its principal office located at 6122 Mulford Village Drive, Rockford, Illinois 61107, as well as its officers, directors, employees, agents, subsidiaries, divisions, successors and assigns.

(C) *Park Strathmoor* means Park Strathmoor Corporation, a corporation organized, existing and doing business under and by virtue of the laws of the State of Illinois, with its principal office located at 5668 Strathmoor, Rockford, Illinois 61107, as well as its officers, directors, employees, agents, subsidiaries, divisions, successors and assigns.

(D) *Alma Nelson* means Alma Nelson Manor, Inc., a corporation organized, existing and doing business under and by virtue of the laws of the State of Illinois, with its principal office located at 550 S. Mulford Rd., Rockford, Illinois 61107, as well as its officers, directors, employees, agents, subsidiaries, divisions, successors and assigns.

(E) *Beverly* means Beverly Enterprises, Inc., a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its principal office located at 155 Central Shopping Center, Fort Smith, Arkansas 72903, as well as its officers, directors, employees, agents, subsidiaries, divisions, successors and assigns.

(F) *Beverly-Illinois* means Beverly Enterprises—Illinois, Inc., a corporation organized, existing and doing business under and by virtue of the laws of the State of California, with its principal office located at 155 Central Shopping Center, Fort Smith, Arkansas 72903, as well as its officers, directors, employees, agents, subsidiaries, divisions, successors and assigns.

(G) *Neighbors* means The Neighbors, Inc., a corporation organized, existing and doing business under and by virtue of the laws of the State of Illinois, with its principal office located at 811 W. Second, P.O. Box 585, Byron, Illinois 61010, as well as its officers, directors, employees, agents, subsidiaries, divisions, successors and assigns.

(H) *Fairview Plaza* means the Fairview Plaza Limited Partnership, doing business as the Fairview Plaza Nursing Home, a limited partnership organized, existing and doing business under and by virtue of the laws of the State of Illinois, with its principal place of business located at 321 Arnold, Rockford, Illinois 61108, and its principal office located at 6600 N. Lincoln Ave., suite 300, Lincolnwood, Illinois 60645, as well as its officers, directors, employees, agents, subsidiaries, divisions, successors and assigns.

(I) *Yorkdale* means Yorkdale Health Center, Inc., a corporation organized, existing and doing business under and by virtue of the laws of the State of Illinois, with its principal office located at 2313 N. Rockton Ave., Rockford, Illinois 61103, as well as its officers, directors, employees, agents, subsidiaries, divisions, successors and assigns.

(J) *Temporary nurses registry* means any person that supplies nursing personnel on a temporary basis.

(K) *The Rockford area* means the counties of Winnebago, Boone, and Ogle in the State of Illinois.

II.

It is ordered that each respondent shall forthwith, directly, indirectly, or through any corporate, or other device, in or affecting commerce, as "commerce" is defined in the Federal Trade Commission Act, as amended, cease and desist from:

A. Entering into, attempting to enter into, organizing, adhering to or maintaining any agreement, understanding, or program with any other purchaser or user of nursing services to:

1. Refuse, or threaten to refuse, to use the services of any temporary nurses registry; or

2. Fix, stabilize, or otherwise interfere or tamper with the prices charged by any temporary nurses registry;

B. For a period of five (5) years after the date this order becomes final, communicating to any other respondent any information concerning its own or any other nursing home's intention or decision to use, refuse to use, to threaten to refuse to use the services of any temporary nurses registry for any nursing home in the Rockford area.

C. For a period of ten (10) years after the date this order becomes final, agreeing with any other respondent to purchase or use the services of a particular temporary nurses registry or of a particular group of temporary nurses registries.

III.

Provided, however, that this order shall not prohibit any agreement solely between any individual respondent and any entity or entities that control or are controlled by that respondent;

Provided further, that section II (A) and (B) of this order shall not be construed to prohibit respondents from entering any agreement that is reasonably necessary for the formation or operation of a joint venture that is lawful under the antitrust laws, except a joint venture prohibited by Section II(C) of this order; and

Provided further, that as to respondent Beverly Enterprises, Inc., this order shall apply only to conduct or practices in or affecting the sale of temporary nurses' services to nursing home facilities in the State of Illinois.

IV.

It is further ordered that each respondent shall:

A. Within thirty (30) days after the date this order becomes final, distribute a copy of the complaint and order to:

1. Each of its directors and officers or, in the case of Fairview Plaza, general partners, and to each of its nursing home administrators and directors of nursing employed by facilities in the Rockford area;

2. The Illinois Health Care Association, the Rockford Chapter of the Illinois Health Care Association, the Extended Care Nursing Association and every member of the Directors of Nursing Council of the Illinois Health Care Association;

3. Each temporary nurses registry from which it has purchased services for any nursing home facility located in the Rockford area since January 1988.

B. Within sixty (60) days after this order becomes final, and annually thereafter for a period of three (3) years on the anniversary date on which this order becomes final, and at any time the Commission, by written notice, may require, file a verified written report with the Commission setting forth in detail the manner and form in which the respondent has complied and is complying with this order.

C. Notifying the Commission at least thirty (30) days prior to any proposed change in respondent, such as dissolution, assignment or sale resulting in the emergence of a successor corporation, the creation or dissolution of subsidiaries, or any other change in the respondent that may affect its compliance obligations arising out of this order.

Analysis of Proposed Consent Orders to Aid Public Comment

The Federal Trade Commission has accepted, subject to final approval, five identical agreements from eight proposed respondents to proposed consent orders. The agreements are from: (1) Debes Corporation, Alma Nelson Manor, Inc., and the Park Strathmoor Corporation; (2) Beverly Enterprises, Inc., and its subsidiary, Beverly Enterprises—Illinois, Inc.; (3) Fairview Plaza Limited partnership, a limited partnership, doing business as Fairview Plaza Nursing Home; (4) The Neighbors, Inc.; and (5) Yorkdale Health Center, Inc.

The proposed consent orders have been placed on the public record for sixty (60) days for reception of comments by interested persons. Comments received during this period will become part of the public record. After sixty (60) days, the Commission will decide whether it should withdraw from the agreements or make final the agreements' proposed orders.

The Complaints

Complaints prepared for issuance along with the proposed orders allege that the proposed respondents have violated Section 5 of the Federal Trade Commission Act by combining or conspiring with each other to conduct a boycott of a nurses registry in the Rockford area. ("The Rockford area" means the counties of Winnebago, Boone, and Ogle in the State of Illinois.) The complaints also allege the proposed respondents threatened to boycott other registries operating in the Rockford area and otherwise attempted to restrain competition among themselves in the hiring of temporary Certified Nursing Assistants, known as CNA's.

All of the proposed respondents are, or have been, engaged in the business of owning or operating nursing homes, also known as long-term health care facilities, within the Rockford area. Except to the extent that competition has been restrained as alleged in the complaints, the respondents have been and, with the exception of Beverly Enterprises—Illinois, Inc. are now in competition among themselves and with other providers of nursing home services in the Rockford area.

Nurses registries, sometimes referred to as "temporary nurses registries" or "nursing pools" supply nursing personnel such as RN's (Registered Nurses), LPN's (Licensed Practical Nurses), and CNA's (Certified Nursing Assistants) on a temporary basis to nursing homes. Absent restraints on competition, nurses registries compete among themselves to provide temporary nursing services at the price and quality nursing homes desire. Competition among nursing homes for temporary nursing services ensures an adequate supply of quality nurses.

The proposed complaints allege that in October 1988, one of the nurses registries serving the Rockford area, the Alpha Christian Registry ("Alpha Christian"), announced a substantial increase in its prices to nursing homes for temporary CNA services. The proposed respondents discussed the new Alpha Christian prices and the prices of the other nurses registries in the Rockford area at meetings

throughout November and December 1988. The proposed respondents agreed to and did send letters to Alpha Christian stating that they would not use Alpha Christian temporary CNA's due to excessive prices. The proposed respondents also did in fact cease using temporary CNA's supplied by Alpha Christian. After boycotting Alpha Christian, the proposed respondents further conspired to threaten to boycott the other registries in the Rockford area, and they communicated this threat by sending copies of the letter they had sent to Alpha Christian to the other registries.

The complaints also allege that the proposed Respondents' conspiracy to eliminate competition among the nursing homes for temporary CNA services has had the following effects, among others:

A. Restricting the supply of quality CNA services by depressing the price of such services;

B. Interfering in the process by which individual providers of temporary CNA services make independent decisions regarding the price of such services; and

C. Limiting consumers' access to the price and quality of nursing services they desire.

The Proposed Consent Order

The proposed order would prohibit each proposed respondent from entering into, attempting to enter into, organizing, adhering to or maintaining any agreement, understanding, or program with any other purchaser or user of nursing personnel services to:

1. Refuse, or threaten to refuse, to use the services of any temporary nurses registry; or

2. Fix, stabilize, or otherwise interfere or tamper with the prices charged by temporary nurses registries.

Except for a joint venture prohibited by the proposed order, the proposed respondents are not prohibited by the order from engaging in any conduct or entering any agreement that is ancillary to and reasonably necessary for the formation or operation of a joint venture that would otherwise be lawful under the antitrust laws.

The proposed order also prohibits, for five (5) years, each proposed respondent from communicating to any other respondent any information concerning its own or any other nursing home's intention or decision to refuse or to threaten to refuse to use the services of any temporary nurses registry at any nursing home in the Rockford area.

Under the proposed order each respondent shall, for a period of ten (10) years, cease and desist from agreeing with any other respondent to purchase or use the services of a particular temporary nurses registry or of a particular group of temporary nurses registries. The order, however, does not prohibit agreements between any individual respondent and any entity or entities that control or are controlled by that respondent. And, with regard to Beverly Enterprises, Inc., the order applies only to its conduct or practices in or affecting the sale of temporary nurses' services to nursing home facilities in the State of Illinois.

The order also requires each respondent to distribute a copy of the complaint and order to each of respondent's directors, officers or general partners and to each of its nursing home administrators and directors of nursing employed by respondents at facilities in the Rockford area. The proposed respondents must also distribute copies of the complaint and order to each temporary nurses registry from which it has purchased services, since January 1988, for any of respondents' facilities located in the Rockford area. In addition, copies of the complaint and order must be distributed to the Illinois Health Care Association, the Rockford Chapter of the Illinois Health Care Association, the Extended Care Nursing Association and each member of the Directors of Nursing Council of the Illinois Health Care Association.

The order also requires each respondent to file a compliance report within sixty (60) days after the order becomes final, and annually thereafter for a period of three (3) years and at any time the Commission, by written notice, may require. Each respondent would also be required to notify the Commission at least thirty (30) days prior to any proposed change in itself such as dissolution, assignment or sale resulting in the emergence of a successor corporation, the creation or dissolution of subsidiaries, or any other change in the respondent that may affect its compliance obligations arising out of this order.

The purpose of this analysis is to facilitate public comment on the proposed order, and is not intended to constitute an official interpretation of the agreement and proposed order or to modify its terms in any way.

The proposed consent order has been entered into for settlement purposes only and does not constitute an admission by the proposed respondents that the law has been violated as alleged in the complaint.

Donald S. Clark,

Secretary.

[FR Doc. 92-1034 Filed 1-14-92; 8:45 am]

BILLING CODE 6750-01-M

[File No. 911-0110]

Mannesmann, A.G.; Proposed Consent Agreement With Analysis To Aid Public Comment

AGENCY: Federal Trade Commission.

ACTION: Proposed consent agreement.

SUMMARY: In settlement of alleged violations of federal law prohibiting unfair acts and practices and unfair methods of competition, this consent agreement, accepted subject to final Commission approval, would permit, among other things, a German company to acquire Rapistan Corp., but would require the respondent to divest the Buschman Co. within 12 months to a Commission approved buyer, and to hold separate the assets in the interim. If the divestiture is not completed within 12 months, the Commission would appoint a trustee to complete the divestiture. In addition, respondent would be required for 10 years to obtain Commission approval prior to acquiring any business that manufactures and sells in the United States certain conveyor systems.

DATES: Comments must be received on or before March 16, 1992.

ADDRESSES: Comments should be directed to: FTC/Office of the Secretary, room 159, 6th St., & Pa. Ave., NW., Wash., DC 20580.

FOR FURTHER INFORMATION CONTACT: Ann Malester or Michael Moiseyev, FTC/S-2308, Washington, DC 20580. (202) 326-2582 or 326-3106.

SUPPLEMENTARY INFORMATION: Pursuant to section 6(f) of the Federal Trade Commission Act, 38 Stat. 721, 15 U.S.C. 46 and § 2.34 of the Commission's Rules of Practice (16 CFR 2.34), notice is hereby given that the following consent agreement containing a consent order to divest, having been filed with and accepted, subject to final approval, by the Commission, has been placed on the public record for a period of sixty (60) days. Public comment is invited. Such comments or views will be considered by the Commission and will be available for inspection and copying at its principal office in accordance with § 4.9(b)(6)(ii) of the Commission's Rules of Practice (16 CFR 4.9(b)(6)(ii)).

Agreement Containing Consent Order

The Federal Trade Commission ("Commission") having initiated an investigation of the proposed acquisition by Mannesmann, A.G. of substantially all of the assets of Rapistan Corp. ("Rapistan"), a wholly owned subsidiary of Lear Siegler Holdings Corp. ("LSH"), and it now appearing that Mannesmann,

A.G., hereinafter sometimes referred to as "proposed respondent" or "Mannesmann", is willing to enter into an Agreement Containing Consent Order ("agreement") to divest all, or substantially all, assets and the whole of the share capital of The Buschman Company ("Buschman"), to cease and desist from certain acts, and to provide for certain other relief,

It is hereby agreed by and between Mannesmann, by its duly authorized officer and its attorneys, and counsel for the Commission That:

1. Proposed respondent is a corporation organized, existing, and doing business under and by virtue of the laws of the Federal Republic of Germany, with its office and principal place of business at Mannesmannufer 2, Postfach 55 01, 4000 Dusseldorf, 1, F.R. Germany. Mannesmann's wholly owned subsidiary, Mannesmann Capital Corporation ("MCC"), is a corporation organized, existing, and doing business under and by virtue of the laws of New York, with its office and principal place of business at 450 Park Avenue, 24th, Floor., New York, New York 10022. MCC does business in the United States.

2. Proposed respondent admits all the jurisdictional facts set forth in the draft of complaint hereto attached.

3. Proposed respondent waives:

(a) Any further procedural steps;

(b) The requirement that the Commission's decision contain a statement of findings of fact and conclusions of law;

(c) All rights to seek judicial review or otherwise to challenge or contest the validity of the order entered pursuant to this agreement; and

(d) Any claim under the Equal Access to Justice Act.

4. This agreement shall not become part of the public record of the proceedings unless and until it is accepted by the Commission. If this agreement is accepted by the Commission it, together with the draft of complaint contemplated thereby, will be placed on the public record for a period of sixty (60) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this agreement and so notify the proposed respondent, in which event it will take such action as it may consider appropriate, or issue and serve its complaint (in such form as the circumstances may require) and decision, in disposition of the proceeding.

5. This agreement is for settlement purposes only and does not constitute an admission by proposed respondent that the law has been violated as alleged in the draft of complaint hereto attached.

6. This agreement contemplates that, if it is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of § 2.34 of the Commission's Rules, the Commission may, without further notice to proposed respondent, (1) issue its complaint corresponding in form and substance with the draft of complaint hereto attached, its decision containing the following order to divest and cease and desist, and for other relief in disposition of the proceeding, and (2) make information public with respect thereto. When so entered, the order shall have the same force and effect and may be altered, modified, or set aside in the same manner and within the same time provided by statute for other orders. The order shall become final upon service. Delivery by the United States Postal Service of the complaint and decision containing the agreed-to order to proposed respondent's address as stated in this agreement shall constitute service. Proposed respondent waives any right it may have to any other manner of service. The complaint may be used in construing the terms of the order, and no agreement, understanding, representation, or interpretation not contained in the agreement or the order may be used to vary or contradict the terms of the order.

7. Proposed respondent has read the proposed complaint and order contemplated hereby. Proposed respondent understands that once the order has been issued, it will be required to file one or more compliance reports showing it has fully complied with the order. Proposed respondent further understands that it may be liable for civil penalties in the amount provided by law for each violation of the order after it becomes final.

Order

I

As used in this order, the following definitions shall apply:

a. *Mannesmann* means Mannesmann, A.G., its predecessors, successors and assigns, partnerships, joint ventures, companies, subsidiaries, divisions, groups and affiliates that Mannesmann A.G. controls, directly or indirectly, and their respective directors, officers, employees, agents and representatives, Mannesmann A.G. controls, directly or indirectly, and their respective successors and assigns.

B. *Acquisition* means the acquisition by MCC, a wholly-owned subsidiary of Mannesmann, and Demag Acquisition Corporation, a wholly owned subsidiary of MCC, of substantially all of the assets of Rapistan Corp., a wholly-owned subsidiary of Lear Siegler Holdings Corp.

C. *The Buschman assets* means all of the share capital and all, or substantially all, of the assets of The Buschman Company, a wholly owned subsidiary of MCC.

D. *Conveyor systems* means high speed, light-to-medium duty unit handling roller and belt conveyors for distribution end uses that transport, convey, divert, scan and sort cartons, each of which generally weighs no more than 75 pounds, at a rate of speed of no less than 80 cartons per minute.

II

It is ordered That:

A. Within twelve (12) months of the date this order becomes final, Mannesmann shall divest, absolutely and in good faith, the Buschman assets.

B. Mannesmann shall divest the Buschman assets only to an acquirer or acquirers that receives the prior approval of the Commission, and only in a manner that receives the prior approval of the Commission which approvals shall not unreasonably be withheld. The purpose of the divestiture of the Buschman assets is to ensure the continuation of the Buschman assets as an ongoing, viable enterprise and to remedy the lessening of competition resulting from the proposed acquisition as alleged in the Commission's complaint.

C. Mannesmann shall comply with all terms of the Hold Separate Agreement ("Hold Separate"), attached hereto and made a part hereof as appendix I. Said Hold Separate shall continue to be in effect until such time as the Hold Separate provides.

D. Mannesmann shall take such action as is necessary and reasonable to maintain the viability and marketability of the Buschman assets and shall not cause or permit destruction, removal, wasting, deterioration, or impairment of any assets or businesses it may have to divest except in the ordinary course of business and except for ordinary wear and tear.

III

It is further ordered That

A. If Mannesmann has not divested, absolutely and in good faith and with the Commission's prior approval, the Buschman assets as required by paragraph II of this agreement, Mannesmann shall consent to the appointment by the Commission of a trustee to divest the Buschman assets. In

the event the Commission or the Attorney General brings an action pursuant to section 5 (*l*) of the Federal Trade Commission Act, 15 U.S.C. 45 (*l*), or any other statute enforced by the Commission, Mannesmann shall consent to the appointment of a trustee in such action. Neither the appointment of a trustee nor a decision not to appoint a trustee under this paragraph shall preclude the Commission or the Attorney General from seeking civil penalties or any other relief available to it, including a court-appointed trustee, pursuant to section 5(*l*) of the Federal Trade Commission Act, or any other statute enforced by the Commission, for any failure by Mannesmann to comply with this order.

B. If a trustee is appointed by the Commission or a court pursuant to paragraph III.A of this order, Mannesmann shall consent to the following terms and conditions regarding the trustee's powers, duties, authorities and responsibilities:

1. The Commission shall select the trustee, subject to the consent of Mannesmann, which consent shall not be unreasonably withheld. The trustee shall be a person with experience and expertise in acquisitions and divestitures.

2. The trustee shall, subject to the prior approval of the Commission, have the exclusive power and authority to divest the Buschman assets.

3. The trustee shall have twelve (12) months from the date of appointment to accomplish the divestiture. If, however, at the end of the twelve-month period the trustee has submitted a plan of divestiture or believes that divestiture can be accomplished within a reasonable time, the divestiture period may be extended by the Commission or by the court (in the case of a court-appointed trustee). Provided, however, the Commission may only extend the trustee's divestiture period one time for such reasonable time as the trustee may request, not to exceed one (1) additional year.

4. The trustee shall have full and complete access to the personnel, books, records and facilities related to the Buschman assets, or any other relevant information as the trustee may reasonably request. Mannesmann shall develop such financial or other information as such trustee may reasonably request and shall cooperate with any reasonable request of the trustee. Mannesmann shall take no action to interfere with or impede the trustee's accomplishment of the divestiture. Any delays in divestiture caused by Mannesmann shall extend the time for divestiture under this paragraph in an amount equal to the delay, as determined by the Commission or the court for a court-appointed trustee.

5. Subject to Mannesmann's absolute and unconditional obligation to divest at no minimum price and the purpose of the divestiture as stated in paragraph II.B of this order, the trustee shall use his or her best efforts to negotiate the most favorable price and terms available with each prospective acquirer of the Buschman assets. The divestiture shall be made in the manner set out in paragraph II; provided, however, if the trustee receives bona fide offers from more than one prospective acquirer or acquirers, and if the Commission approves more than one such proposed acquirer, the trustee shall divest to the acquirer selected by Mannesmann from among those approved by the Commission.

6. The trustee shall serve, without bond or other security, at the cost and expense of Mannesmann, on such reasonable and customary terms and conditions as the Commission or a court may set. The trustee shall have authority to employ, at the cost and expense of Mannesmann, such consultants, accountants, attorneys, investment bankers, business brokers, appraisers, and other representatives and assistants as are reasonably necessary to carry out the trustee's duties and responsibilities. The trustee shall account for all monies derived from the sale and all expenses incurred. After approval by the Commission or, in the case of a court-appointed trustee, by the court, of the account of the trustee, including fees for his or her services, all remaining monies shall be paid at the direction of Mannesmann and the trustee's power shall be terminated. The trustee's compensation shall be based at least in significant part on a commission arrangement contingent on the trustee's divesting the Buschman assets.

7. Mannesmann shall indemnify the trustee and hold the trustee harmless against any losses, claims, damages, liabilities, or expenses arising out of, or in connection with, the performance of the trusteeship, including all reasonable fees of counsel and other expenses incurred in connection with the preparation for or defense of any claim, whether or not resulting in any liability, except to the extent that such liabilities, claims, or expenses result from misfeasance, negligence, willful or wanton acts, or bad faith by the trustee.

8. Within sixty (60) days after appointment of the trustee, and subject to the prior approval of the Commission or, in the case of a court-appointed trustee, of the court, Mannesmann shall execute a trust agreement that transfers to the trustee all rights and powers necessary to permit the trustee to effect the divestiture in accordance with this order.

9. If the trustee ceases to act or fails to act diligently, a substitute trustee shall be appointed in the same manner as provided in paragraph III.A of this order.

10. The Commission or, in the case of a court-appointed trustee, the court may on its own initiative or at the request of the trustee issue such additional orders or directions as may be necessary or appropriate to accomplish the divestiture in accordance with this order.

11. The trustees shall have no obligation or authority to operate or maintain the Buschman assets.

12. The trustee shall report in writing to Mannesmann and to the Commission every thirty (30) days concerning the trustee's efforts to accomplish divestiture.

IV

It is further ordered That, within sixty (60) days after the date this order becomes final and every sixty (60) days thereafter until Mannesmann has fully complied with the provisions of paragraphs II and III of this order, Mannesmann shall submit to the Commission a verified written report setting forth in detail the manner and form in which it intends to comply, is complying, or has complied with those provisions. Mannesmann shall include in its compliance reports, among other things that are required from time to time, a full description of substantive contacts or negotiations for the divestiture, including the identity of all parties contacted. Mannesmann also shall include in its compliance reports copies of all written communications to and from such parties, all internal memoranda, and all reports and recommendations concerning divestiture.

V

It is further ordered That, for a period commencing on the date this order becomes final, and continuing for ten (10) years, Mannesmann shall cease and desist from acquiring, without the prior approval of the Federal Trade Commission, directly or indirectly, through subsidiaries, partnerships, or otherwise, any interest in, assets of, or the whole or any part of the stock or share capital of, any person or business that is engaged in the manufacture and sale in the United States of conveyor systems. One year from the date this order becomes final and annually

thereafter for nine years on the anniversary date of this order, Mannesmann shall file with the Secretary of the Federal Trade Commission a verified written report of its compliance with this paragraph.

VI

It is further ordered That, if, in the absence of an acquisition agreement with an entity that neither owns nor operates nor has any interest in assets located in the United States, engaged in the manufacture or sale of conveyor systems (hereinafter "acquired entity"), Mannesmann announces its intention to acquire or commences an acquisition of, any interest in the acquired entity and, before Mannesmann obtains sufficient control of the acquired entity to prevent an acquisition by the acquired entity, such acquired entity acquires any of the outstanding stock or share capital of, or any other interest in assets used for the manufacture and sale of conveyor systems (hereinafter "third entity"), or said acquired entity acquires any assets used in the manufacture and sale of conveyor systems, if approval of such acquisition would be required pursuant to paragraph V, Mannesmann may, in lieu of obtaining prior approval of such acquisition under paragraph V in this order, comply with each of the requirements of this paragraph VI of this agreement. In order to make such an acquisition without obtaining the Commission's prior approval pursuant to paragraph V, Mannesmann shall:

(A) Notify the Commission as soon as practicable, and in any event, within three (3) days of Mannesmann's learning of the acquisition by the acquired entity of any interest in a third entity, as described in paragraph VI of this order. Such notification shall follow the format for filings set forth in the appendix to part 803 of title 16 of the Code of Federal Regulations, as amended. Such notification shall be in addition to any reporting, waiting period, and other requirements applicable to the transaction under section 7A of the Clayton Act, 15 U.S.C. 18a and the Commission's Premerger Reporting Rules promulgated thereunder, 16 CFR parts 801, 802, 803.

(B) In the case where the acquired entity acquired assets used in the manufacture and sale of conveyor systems, Mannesmann shall comply with all terms of the Hold Separate, attached to this order and made a part hereof. Said Hold Separate shall take effect as soon as Mannesmann has sufficient control over the acquired entity to satisfy the terms of the Hold Separate and shall continue in effect until such time as Mannesmann has divested all the conveyor systems assets acquired by the acquired entity or until such other time as the Hold Separate provides. In the case where the acquired entity acquired stock or share capital of the third entity, as soon as Mannesmann has sufficient control over the acquired entity to do so, Mannesmann shall place all stock and share capital of the third entity in a non-voting trust until said stock or share capital is divested.

(C) Within three (3) months of the date when Mannesmann has sufficient control over the acquired entity to divest assets, stock or share capital of the acquired entity, Mannesmann shall:

1. In the case where the acquired entity acquired stock or share capital of the third entity, divest, absolutely and in good faith, the stock or share capital of the third entity; or

2. In the case where the acquired entity acquired assets used in the manufacture and sale of conveyor systems, divest, absolutely and in good faith, all the conveyor systems assets of the acquired entity and also divest such additional ancillary assets and effect such arrangements that are necessary to assure the viability and competitiveness of the conveyor systems assets of the acquired entity.

(D) Mannesmann shall divest the stock or share capital of the third entity or the conveyor systems assets of the acquired entity only to an acquiring entity or entities that receive the prior approval of the Commission and only in a manner that receives the prior approval of the Commission. In the case where the acquired entity acquired assets used in the manufacture and sale of conveyor systems, Mannesmann shall demonstrate the viability and competitiveness of the conveyor systems assets of the acquired entity in its application for approval of a proposed divestiture. The purpose of the divestiture is to ensure the continuation of the assets as ongoing, viable businesses engaged in the manufacture and sale of conveyor systems, and to remedy any lessening of competition resulting from the acquisition.

(E) In the case where the acquired entity acquired assets used in the manufacture and sale of conveyor systems, Mannesmann shall take such action as is necessary to maintain the viability, competitiveness and marketability of the conveyor systems assets of the acquired entity and shall not cause or permit the destruction, removal or impairment of any assets or businesses it may have to divest except in the ordinary course of business and except for ordinary wear and tear.

(F) If Mannesmann has not divested, absolutely and in good faith and with the Commission's prior approval, the stock or share capital of the third entity or the conveyor systems assets of the acquired entity within three (3) months of the date when Mannesmann has sufficient control over the acquired entity to divest assets, stock or share capital of the acquired entity, Mannesmann shall consent to the appointment by the Commission of a trustee to divest:

1. The stock or share capital of the third entity; or

2. The conveyor systems assets of the acquired entity and to divest such additional ancillary assets of the acquired entity and effect such arrangements that may be necessary to assure the viability and competitiveness of the conveyor systems assets of the acquired entity.

(G) In the event the Commission or the Attorney General brings an action pursuant to section 5(*l*) of the Federal Trade Commission Act, as amended, 15 U.S.C. 45(*l*), or any other statute enforced by the Commission, Mannesmann shall consent to the appointment of a trustee in such action. Neither the appointment of a trustee nor a decision not to appoint a trustee under this paragraph shall preclude the Commission or the Attorney General from seeking civil penalties or any other relief available to it, including a court-appointed trustee, pursuant to section 5(*l*) of the Federal Trade Commission Act, or any other statute enforced by the Commission, for any failure by Mannesmann to comply with this order.

(H) If a trustee is appointed by the Commission or a court pursuant to paragraph VI.(F) of this order, Mannesmann shall consent to the terms and conditions regarding the trustee's powers, authorities, duties and responsibilities set out in paragraph III.B. of this order. Provided, however, that each reference to "the Buschman assets" in paragraph III.B. of this order shall, for the purposes of this paragraph VI, mean either the "stock or share capital of the third entity" or the "conveyor systems assets of the acquired entity."

VII

It is further ordered That, for the purposes of determining or securing compliance with this order, and subject to any legally recognized privilege, upon written request and on reasonable notice to Mannesmann made to MCC, Mannesmann shall permit any duly authorized representatives of the Commission:

A. Access, during office hours and in the presence of counsel, to inspect and copy all books, ledgers, accounts, correspondence, memoranda and other records and documents in the possession or under the control of Mannesmann relating to any matters contained in this consent order; and

B. Upon five (5) days notice to Mannesmann, and without restraint or interference from Mannesmann, to interview officers or employees of Mannesmann, who may have counsel present, regarding such matters.

VIII

It is further ordered That Mannesmann shall notify the Commission at least thirty (30) days prior to any change that may affect compliance obligations arising out of the consent order, including but not limited to, any change in the corporation such as dissolution, assignment, or sale, resulting in the emergence of a successor corporation, the creation or dissolution of subsidiaries, and any other change.

Appendix I

Hold Separate Agreement

This Hold Separate Agreement ("Hold Separate") is by and among Mannesmann, A.G. ("Mannesmann" as defined in paragraph I of the proposed order), a corporation organized, existing, and doing business under and by virtue of the laws of the Federal Republic of Germany, with its office and principal place of business at Mannesmann, 2, Postfach 55 01, 4000 Dusseldorf, 1, F.R. Germany; Mannesmann's wholly owned subsidiary, Mannesmann Capital Corporation ("MCC"), with its offices and principal place of business at 450 Park Avenue, 24th Floor, New York, N.Y. 10022, which does business in the United States; and the Federal Trade Commission ("Commission"), an independent agency of the United States Government, established under the Federal Trade Commission Act of 1914, 15 U.S.C. 41, *et seq.* (collectively, the "parties").

Premises

Whereas, on June 28, 1991, MCC, a wholly-owned subsidiary of Mannesmann, and Demag Acquisition Corporation, a wholly-owned subsidiary of MCC, entered into an agreement of purchase and sale with Lear Siegler Holdings, Corp. ("LSH") to acquire substantially all of the assets of Rapistan Corp. ("Rapistan"), LSH's wholly-owned indirect subsidiary ("acquisition"); and

Whereas, Rapistan, with its principal office and place of business located at 507 Plymouth Avenue, NE., Grand Rapids, Michigan 49505, manufacturers and sells, among other things, conveyor systems, as defined in paragraph I of the proposed order; and

Whereas, The Buschman Company ("Buschman"), with its principal office and place of business located at 10045 International Boulevard, Cincinnati, Ohio 45246, manufacturers and sells, among other things, conveyor systems, as defined in paragraph I of the proposed order, and is a wholly owned subsidiary of MCC; and

Whereas, the Commission is now investigating the acquisition to determine whether it would violate any of the statutes enforced by the Commission; and

Whereas, if the Commission accepts the attached agreement containing consent order ("agreement"), the Commission must place it on the public record for a period of at least sixty (60) days and may subsequently withdraw such acceptance pursuant to the provisions of § 2.34 of the Commission's Rules; and

Whereas, the Commission is concerned that if an understanding is not reached, preserving the *status quo ante* of Mannesmann's conveyor systems, as defined in paragraph I of the proposed order, which it operates through Buschman, during the period prior to the final acceptance and issuance of the order by the Commission (after the 60-day public comment period), divestiture resulting from any proceeding challenging the legality of the acquisition might not be possible, or might be less than an effective remedy; and

Whereas, the Commission is concerned that if the acquisition is consummated, it will be necesary to preserve the Commission's ability to require the divestiture of the Buschman assets, as defined in paragraph I of the proposed order, and the Commission's right to have Buschman continued as a viable competitor; and

Whereas, the purpose of the Hold Separate and the agreement is to:

1. Preserve Buschman as a viable, ongoing, independent manufacturer and supplier of conveyor systems, as defined in the order, pending divestiture of the Buschman assets as defined in paragraph I of the proposed order,

2. Remedy any anticompetitive effects of the Acquisition,

3. Preserve the Buschman assets as viable, ongoing assets engaged in the same business in which they are presently employed pending divestiture; and

Whereas, Mannesmann's entering into this Hold Separate shall in no way be construed as an admission by Mannesmann that the acquisition is illegal; and

Whereas, Mannesmann understands that no act or transaction contemplated by this Hold Separate shall be deemed immune or exempt from the provisions of the antitrust laws or the Federal Trade Commission Act by reason of anything contained in this agreement.

Now, therefore, the parties agree, upon the understanding that the commission has not yet determined whether the acquisition will be challenged, and in consideration of the Commission's agreement that, at the time it accepts the agreement for public comment it will grant early termination of the Hart-Scott-Rodino waiting period, and unless the Commission determines to reject the consent agreement, it will not seek further relief from Mannesmann with respect to the acquisition, except that the Commission may exercise any and all rights to enforce this hold separate and the agreement to which it is annexed and made a part thereof, and in the event the required divestiture is not accomplished, to appoint a trustee to seek divestiture of Buschman pursuant to the agreement, as follows:

1. Mannesmann agrees to execute and be bound by the attached agreement.

2. Mannesmann agrees that from the date this Hold Separate is accepted until the earlier of the dates listed below in subparagraphs 2(a) through 2(c), it will comply with the provisions of this Hold Separate:

a. Three (3) business days after the Commission withdraws its acceptance of the consent agreement pursuant to the provisions of § 2.34 of the Commission's Rules;

b. 120 days after publication in the **Federal Register** of the proposed order, unless by that date the Commission has issued its order in disposition of this proceeding; or

c. The day after the divestiture obligations required by the proposed order have been satisfied.

3. Mannesmann currently operates Buschman as an indirect, wholly-owned subsidiary, and as a direct wholly-owned subsidiary of MCC. Buschman management reports to The Buschman Company Board of Directors ("Buschman Board"). The Buschman Board is a five member body which consists of the following individuals: Michael D. Green, John Slater, Klaus Kirchesch, Dr. Helmut Noack, and Wolfgang Vogl. Dr. Helmut Noack and Wolfgang Vogl are current Mannesmann Demag A.G. officers having direct operational responsibility for Mannesmann's worldwide belt and roller conveyor business, and they will have responsibility for the operation of the Rapistan assets once the acquisition has been completed. Therefore, in order to ensure the complete independence and viability of Buschman and to assure that no competitive information is exchanged between Buschman and any of the other conveyor operations of Mannesmann, Mannesmann will hold Buschman's assets and businesses separate and apart on the following terms and conditions:

a. Buschman, as it is presently constituted, shall be held separate and apart and shall be operated independently of Mannesmann (meaning here and hereinafter, Mannesmann excluding Buschman); provided however that Mannesmann may exercise only such direction and control over Buschman as is necessary to assure compliance with this Hold Separate, agreement, and order.

b. Mannesmann shall not exercise direction or control over, or influence directly or indirectly, Buschman or any of its operations or businesses; provided, however, that Mannesmann may exercise only such direction and control over Buschman as is necessary to assure compliance with this Hold Separate, agreement, and order.

c. Mannesmann shall take such action as is necessary and reasonable to maintain the viability and marketability of the Buschman assets and shall not cause or permit the destruction, removal, wasting, deterioration, or impairment of any assets or businesses it may have to divest except in the ordinary

course of business and except for ordinary wear and tear.

d. Within five (5) days of the date this Hold Separate is accepted by the Commission, Mannesmann shall remove Dr. Helmut Noack and Wolfgang Vogl from the Buschman Board and appoint Johann Lottner, Director of the accounting department for Mannesmann Demag, and John P. Dunn, a partner with Jones, Day, Reavis & Pogue, neither of whom have any present responsibilities for the management of any of Mannesmann's conveyor systems business in any part of the world. Each Buschman Board member, who is also a director, officer, employee, agent, or representative of Mannesmann, shall enter into a confidentiality agreement with Mannesmann agreeing to be bound by the terms and conditions of appendix A, appended hereto.

e. The Buschman Board shall have exclusive authority for managing Buschman.

f. The individuals on the Buschman Board shall not be involved in any way in the marketing, selling, manufacturing, or management of Rapistan, or any other business of Mannesmann involved in the marketing, selling, manufacturing, or management of conveyor assets. Each of these individuals, the management of Buschman, and Mannesmann's directors, officers, or employees responsible for the operation or management of Rapistan and all other Mannesmann conveyor assets will receive the notification attached as appendix A hereto.

g. If necessary to assure compliance with the terms of this Hold Separate, the agreement, and the order, Mannesmann may, but is not required to, assign an individual to Buschman for the purpose of overseeing such compliance ("on-site person"). The on-site person shall have access to all officers and employees of Buschman and such records of Buschman as he deems necessary and reasonable to assure compliance. Such individual shall enter into a confidentiality agreement with Mannesmann agreeing to be bound by the terms and conditions of appendix A, appended hereto.

h. Except as required by law, and except to the extent that necessary information is exchanged in the course of evaluating the acquisition, defending investigations or litigation, or negotiating agreements to divest assets, Mannesmann shall not receive or have access to, or the use of, any material confidential information about Buschman or the activities of the Buschman Board in managing the business that is not in the public domain. Nor shall the Buschman Board, any individual member of the Buschman Board, or the on-site person receive or have access to, or the use of, any material confidential information about Mannesmann's conveyor assets or related businesses or activities not in the public domain. MCC may receive on a regular basis from Buschman aggregate financial information necessary and essential to allow MCC to prepare United States consolidated financial reports, tax returns, and personnel reports. Such information, when consolidated with data from other United States operations of Mannesmann by MCC, may be made available to Mannesmann. "Material confidential information," as used herein, means competitively sensitive or proprietary information, not independently known to Mannesmann from sources other than the Buschman Board and includes, but is not limited to, customer lists, price lists, bidding lists, marketing methods, marketing plans, sales plans, long range planning documents, patents, technologies, processes, or other trade secrets.

(i) Except as required by subparagraph (d) above, Mannesmann shall not remove or replace any member of the Buschman Board, or the on-site person except as provided below:

(i) Mannesmann may remove and replace anyone for cause, death, disability, or resignation from service with Mannesmann;

(ii) Mannesmann may remove any member of the Buschman Board if a conflict of interest develops in that member's role as a potential purchaser of the Buschman Assets and that role as a manager of Buschman;

(iii) Subject to the requirements of paragraph 3 of the Hold Separate, Mannesmann may replace any member of the Buschman Board or officer of Buschman after providing the Commission with sixty (60) days advance written notice; and

(iv) Mannesmann may remove any individual who interferes in any way with Mannesmann's ability to comply with the terms of this Hold Separate, the agreement, or the order.

Provided, however, that each individual newly appointed to the Buschman Board, pursuant to this subparagraph must conform to all terms and condition of this Hold Separate.

(j) All earnings and profits of Buschman shall be retained separately in Buschman pending divestiture. Mannesmann shall provide Buschman with sufficient working capital to operate at the current rate of operation.

(k) Should the Commission seek in any proceeding to compel Mannesmann to divest itself of the Buschman assets as defined in the proposed order, Mannesmann shall not raise any objection based on the expiration of the applicable Hart-Scott-Rodino Antitrust Improvements Act waiting period or the fact that the Commission has permitted the acquisition. Mannesmann also waives all rights to contest the validity of this Hold Separate.

4. To the extent that this Hold Separate or agreement requires Mannesmann to take, or prohibit Mannesmann from taking, certain actions which otherwise may be required or prohibited by contract, Mannesmann shall abide by the terms of the Hold Separate or order and shall not assert as a defense such contract requirements in a civil penalty action or any other action brought by the Commission to enforce the terms of this Hold Separate or order.

5. For the purpose of determining or securing compliance with this Hold Separate, subject to any legally recognized privilege, and upon written request with reasonable notice to Mannesmann made to MCC, its principal office in the United States, Mannesmann shall permit any duly authorized representative or representatives of the Commission:

(a) Access during the office of hours of Mannesmann and in the presence of counsel to inspect and copy all books, ledgers, accounts, correspondence, memoranda, and other records and documents in the possession or under the control of Mannesmann relating to compliance with this Hold Separate;

(b) Upon five (5) days notice to Mannesmann, and without restraint or interference from Mannesmann, to interview officers or employees of Mannesmann, who may have counsel present, regarding any such matters.

6. This Hold Separate shall not be binding until approved by the Commission.

Appendix A

Notice of Divestiture and Requirement for Confidentiality

Mannesmann, A.G., ("Mannesmann") has entered into a Consent Agreement and Hold Separate Agreement with the Federal Trade Commission relating to the Divestiture of its subsidiary, The Buschman Company ("Buschman"). Until after the Commission's Order becomes final and Buschman is divested, it must be managed and maintained as a separate, ongoing business, independent of all other competing product lines of Mannesmann. All competitive information relating to Buschman must be retained and maintained by the persons responsible for the management of Buschman (including the Buschman Board of Directors) on a confidential basis and such persons shall be prohibited from providing, discussing, exchanging, circulating, or otherwise furnishing any such information to or with any other person whose employment involves any competing Mannesmann business, including the operations of Rapistan Corp. Similarly, all such persons responsible for the management of Mannesmann's competing businesses shall be prohibited from providing, discussing, exchanging, circulating or otherwise furnishing competitive information about such businesses to or with any person responsible for Buschman.

Any violation of the consent Agreement or the Hold Separate Agreement, incorporated by reference as part of the Consent Order, subjects the violator to civil penalties and other relief as provided by law.

Analysis of Proposed Consent Order to Aid Public Comment

The Federal Trade Commission has accepted an Agreement containing a proposed Consent Order from Mannesmann, A.G.

The proposed Consent Order has been placed on the public record for sixty (60) days for reception of comments by interested persons. Comments received during this period will become part of the public record. After sixty (60) days, the Commission will again review the Agreement and the comments received and will decide whether it should withdraw from the Agreement or make final the Agreement's proposed Order.

The proposed Complaint alleges that Mannesmann's acquisition of the assets of Rapistan Corp., from Lear Siegler Holdings Corp., would acquire a dominant position that would result in violation of section 7 of the Clayton Act in the market for the manufacture and sale of high speed, light to medium duty, unit handling conveyor systems for use in warehouse distribution. It also alleges that the relevant geographic market is the United States and that this market is highly concentrated and that entry into this market is extremely difficult. It alleges that as a result of the acquisition, competition between Mannesmann and Rapistan would be eliminated and the acquisition would result in a highly-concentrated relevant market, and the likelihood of collusion in that market would be greatly increased.

The proposed Agreement and Order provides that Mannesmann may acquire the Rapistan assets, but it must divest either the voting securities or the assets of its indirect wholly owned subsidiary, The Buschman Company, to a third party approved in advance by the Commission within twelve (12) months. If the divestiture is not completed within twelve (12) months, the Commission will appoint a trustee to complete the divestiture. It also provides that for a period of ten years, Mannesmann may not acquire any interest in any other firm in the relevant market without prior approval from the Commission.

The anticipated competitive effect of the proposed Order will be to assure that competition will continue in the United States market for the manufacture and sale of high speed, light to medium duty, unit handling conveyor systems for use in warehouse distribution.

The purpose of this analysis is to facilitate public comment on the proposed Order, and it is not intended to constitute an official interpretation of the Agreement and proposed Order or to modify in any way their terms.

Donald S. Clark,

Secretary.

Concurring Statement of Commissioner Deborah K. Owen in the Matter of Mannesmann AG/Rapistan

[File No. 911-0110]

Based on the evidence available to the Commission in this matter, I have concurred in the decision to accept this consent agreement for public comment. It appears that a combination of the two parties in the market alleged in the complaint could facilitate anticompetitive price discrimination against certain customers.

[FR Doc. 92-1035 Filed 1-14-92; 8:45 am]
BILLING CODE 6750-01-M

Disclosure Requirements and Prohibitions Concerning Franchising and Business Opportunity Ventures

AGENCY: Federal Trade Commission.

ACTION: Grant of petition for exemption.

SUMMARY: On March 26, 1991 (56 FR 12533), the Commission published a request for public comment on a petition for exemption from the requirements of its trade regulation rule entitled "Disclosure Requirements and Prohibitions Concerning Franchising and Business Opportunity Ventures" that had been filed by Mercedes-Benz of North America, Inc. The Commission now grants the petition and determines that the provisions of 16 CFR part 436 shall not apply to the advertising, offering, licensing, contracting, sale or other promotion of motor vehicle dealerships by Mercedes-Benz.

EFFECTIVE DATE: January 15, 1991.

FOR FURTHER INFORMATION CONTACT: Craig Tregillus, Attorney, PC-H-238, Federal Trade Commission, Washington, DC 20580. (202) 326-2970.

SUPPLEMENTARY INFORMATION:

Order Granting Exemption

In the Matter of a Petition for Exemption from the Trade Regulation Rule Entitled "Disclosure Requirements and Prohibitions Concerning Franchising and Business Opportunity Ventures" filed by Mercedes-Benz of North America, Inc. (MBNA).

On March 26, 1991, the Commission published a notice in the **Federal Register** soliciting comments on a petition filed by MBNA. MBNA is a wholly owned subsidiary of the Daimler-Benz group, the sole authorized U.S. importer and distributor of vehicles and parts manufactured by Mercedes-Benz Aktiengesellschaft of Stuttgart, Germany. The petition sought an exemption, pursuant to section 18(g) of the Federal Trade Commission Act, from coverage under the Commission's Trade Regulation Rule entitled "Disclosure Requirements and Prohibitions Concerning Franchising and Business Opportunity Ventures."

In accordance with section 18(g), the Commission conducted an exemption proceeding under section 553 of the Administrative Procedure Act, 5 U.S.C. 553, and invited public comment during a 60-day period ending May 28, 1991. After reviewing the petition and the comments received, the Commission has concluded that the Petitioner's request should be granted.

The statutory standard for exemption requires the Commission to determine whether application of the Trade Regulation Rule to the person or class of persons seeking exemption is "necessary to prevent the unfair or deceptive act or practice to which the rule relates." If not, an exemption is warranted.

The abuses that the disclosure remedy of the Franchise Rule is designed to prevent are most likely to occur, as the Statement of Basis and Purpose of the Rule notes, in sales where three factors are present:

(1) A potential investor with a relative lack of business experience and sophistication;

(2) Inadequate time for the investor to review and comprehend the unique and often complex terms of the franchise agreement before making a major financial commitment; and

(3) A significant information imbalance in which the franchisee is unable to obtain essential and relevant facts known to the franchisor about the investment.

The pre-sale disclosures required by the Franchise Rule are designed to negate the effect of any deceptive acts or practices where these conditions are present. The Rule provides investors with the material information they need to make an informed investment decision in circumstances where they might otherwise lack the resources, knowledge, or ability to obtain the information, and thus to protect themselves from deception.

Where the conditions that create a potential for deception in the sale of franchises are not present, however, a regulatory remedy designed to prevent deception is unnecessary. Our review of the record in this proceeding persuades us that an exemption is warranted for that reason. The Petitioner has shown that the conditions that create a potential for abuse are absent, and that there is no likelihood of a pattern or practice of unfair or deceptive acts or practices in the appointment of its automobile dealership franchises for that reason.

The petition and public comment demonstrate that potential Mercedes-Benz dealers are and will continue to be a select group of highly sophisticated and experienced businessmen and women; that they make very significant investments; and that they have more than adequate time to consider the dealership offer and obtain information about it before investing. We note in

particular that Mercedes-Benz maintains only about 400 dealers in the U.S.; that it grants fewer than 25 new dealerships a year, most resulting from the sale by existing dealers of their dealerships; that prospective Mercedes-Benz dealers typically are established dealers for other automobile manufacturers or importers; that total Mercedes-Benz dealership investments range from $1 million to $25 million; and that applicants participate in a two- to three-month approval process that includes extensive information gathering and exchange by the parties.

As a practical matter, investments of this size and scope typically involve knowledgeable investors, the use of independent business and legal advisors, and an extended period of negotiation that generates the exchange of information necessary to ensure that investment decisions are the product of an informed assessment of the potential risks and benefits. The Commission has reviewed the potential for unfair or deceptive acts or practices in connection with the licensing of motor vehicle dealership franchises on four prior occasions since 1980, and found no evidence or likelihood of a significant pattern or practice of abuse by any of the Petitioners. If any such evidence exists, it has not yet been brought to the Commission's attention in this or any of the prior proceedings.

Thus, both the record in this proceeding and all prior experience to date with other Franchise Rule exemptions for automobile dealerships support the conclusion that Petitioner's licensing of new dealers accomplishes what the Rule was intended to ensure. The conditions most likely to lead to abuses are not present in the licensing of dealerships, and the process generates sufficient information to ensure that applicants will be able to make an informed investment decision. For these reasons, the Commission finds that the application of the Franchise Rule to Petitioner's licensing of motor vehicle dealer franchises is not necessary to prevent the unfair or deceptive acts or practices to which the Rule relates.

Accordingly, the Commission has determined that the provisions of 16 CFR part 436 shall not apply to the advertising, offering, licensing, contracting, sale or other promotion of motor vehicle dealerships by Mercedes-Benz of North America, Inc.

It is so ordered.

By the Commission.

Donald S. Clark,

Secretary.

[FR Doc. 92-1033 Filed 1-14-92; 8:45 am]

BILLING CODE 6750-01-M

DEPARTMENT OF HEALTH AND HUMAN SERVICES

Agency for Toxic Substances and Disease Registry

[ATSDR-42]

Extension of Public Comment Period for Priority Data Needs for 38 Priority Hazardous Substances

AGENCY: Agency for Toxic Substances and Disease Registry (ATSDR), Public Health Service (PHS), Department of Health and Human Services (HHS).

ACTION: Notice.

SUMMARY: This notice announces an extension of the public comment period for the priority data needs for 38 priority hazardous substances. Section 104(i) of the Comprehensive Environmental Response, Compensation, and Liability Act (42 U.S.C. 9604(i)), as amended by the Superfund Amendments and Reauthorization Act (Pub. L. 99-499), requires that ATSDR, in addition to other duties, must assure the initiation of a research program to fill identified data needs for certain hazardous substances.

ATSDR announced the identification of priority data needs for 38 priority hazardous substances in the **Federal Register** on October 17, 1991, (56 FR 52178) with a public comment period through January 15, 1992; a correction notice for this announcement was also published on November 25, 1991 (56 FR 59330). This notice announces an extension of the public comment period through March 2, 1992, in order to allow the public an additional 45 days to review and comment on the identified priority data needs.

DATES: Comments concerning the **Federal Register** notice of October 17, 1991 (56 FR 52178) must be received by March 2, 1992.

ADDRESSES: Comments on this notice should bear the docket control number ATSDR-42 and should be submitted to the Research Implementation Branch, Division of Toxicology, Agency for Toxic Substances and Disease Registry, Mailstop E-29, 1600 Clifton Road, NE., Atlanta, Georgia 30333.

Comments on this notice will be available for public inspection at the Agency for Toxic Substances and Disease Registry, Building 33, Executive Park Drive, Atlanta, Georgia (not a mailing address), from 8 a.m. until 4:30 p.m., Monday through Friday, except for legal holidays.

FOR FURTHER INFORMATION CONTACT: Research Implementation Branch, Division of Toxicology, Agency for Toxic Substances and Disease Registry, Mailstop E-29, 1600 Clifton Road, NE., Atlanta, Georgia 30333. Telephone: 404-639-6015.

SUPPLEMENTARY INFORMATION: Administrative Record: ATSDR has established a public version of this record with materials pertaining to this notice (ATSDR docket control number-42). The public file is available for inspection during the times and at the address given in the **ADDRESSES** section of this notice.

Dated: January 9, 1992.

William L. Roper,

Administrator, Agency for Toxic Substances and Disease Registry.

[FR Doc. 92-1029 Filed 1-14-92; 8:45 am]

BILLING CODE 4160-70-M

Centers for Disease Control

Diesel Exhaust Exposure and Lung Cancer in Miners; Feasibility Study

The National Institute for Occupational Safety and Health (NIOSH) of the Centers for Disease Control (CDC) announces the following meeting.

Name: A Feasibility Study of Diesel Exhaust Exposure and Lung Cancer in Miners.

Time and Date: 9 a.m.-12 noon, February 14, 1992.

Place: Hubert H. Humphrey Building, Conference Room 303-305A, 200 Independence Avenue, SW., Washington, DC 20201.

Status: Open to the public, limited only by the space available.

Purpose: To conduct an informational meeting to discuss the feasibility study being conducted by NIOSH and the National Cancer Institute, National Institutes of Health. The two primary purposes of the study are to determine:

(1) Whether an adequate number of salt, potash, limestone, and trona miners, who have been exposed to diesel equipment in an underground mine for at least one year, are available to conduct a statistically significant case-control study; and

(2) Whether or not work history data can be linked to possible exposure surrogates in order to develop individual exposure estimates.

The study protocol is available from the contact person. Comments will be accepted by letter until the time of the meeting.

CONTACT PERSON FOR ADDITIONAL INFORMATION: Frank J. Hearl,