Federal Deposit Insurance Corporation.

James D. LaPierre,

Deputy Executive Secretary.

[FR Doc. 01–31954 Filed 12–21–01; 1:07 pm]

BILLING CODE 6714–01–M

FEDERAL EMERGENCY MANAGEMENT AGENCY

Fee for Services To Support FEMA's Offsite Radiological Emergency Preparedness (REP) Program

AGENCY: Federal Emergency Management Agency (FEMA).

ACTION: Notice.

SUMMARY: In accordance with regulations FEMA has established a Fiscal Year (FY) 2002 hourly rate of $36.71 for assessing and collecting fees from Nuclear Regulatory Commission (NRC) licensees for services provided by FEMA personnel for FEMA's REP Program.

DATES: This user fee hourly rate is effective for FY 2002 (October 1, 2001, to September 30, 2002).

FOR FURTHER INFORMATION CONTACT: Mr. Russell Salter, Division Director, Technological Hazards Division, Readiness, Response, and Recovery Directorate, Federal Emergency Management Agency, 500 C Street SW., Washington, DC 20472, (202) 646–3030 (phone), or (email) russ.salter@fema.gov.

SUPPLEMENTARY INFORMATION: As authorized by Public Law 105–276, 112 Stat. 2461, FEMA we will charge an hourly user fee rate of $36.71 to NRC licensees of commercial nuclear power plants for all REP Program site-specific related services provided by FEMA personnel as described in 44 CFR Part 354. FEMA will deposit these funds in the REP Program Fund to offset the actual costs by FEMA for its REP Program.

FEMA established the hourly rate on the basis of the methodology set forth in 44 CFR 354.4(b), ''Determination of site-specific biennial exercise related component for FEMA personnel,'' and will use the rate to assess and collect fees for site-specific biennial exercise related services rendered by FEMA personnel. This hourly rate only addresses charges to NRC licensees for services that FEMA personnel provide under the site-specific component, not charges for services FEMA personnel provide under the flat fee component referenced at 44 CFR 354.4(d), nor for services that FEMA contractors provide. We will charge for FEMA contractors' services in accordance with 44 CFR 354.4(c) and (d) for the recovery of appropriated funds obligated for the Emergency Management Planning and Assistance (EMPA) portion of FEMA's REP Program budget.

Kenneth S. Kasprisin,

Assistant Director, Readiness, Response and Recovery Directorate.

[FR Doc. 01–31702 Filed 12–26–01; 8:45 am]

BILLING CODE 6718–06–P

FEDERAL RESERVE SYSTEM

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

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

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

Unless otherwise noted, comments regarding each of these applications must be received at the Reserve Bank indicated or the offices of the Board of Governors not later than January 18, 2002.

A. Federal Reserve Bank of Cleveland (Stephen J. Ong, Vice President) 1455 East Sixth Street, Cleveland, Ohio 44101–2566:

1. Signature Bancorp, Inc., Toledo, Ohio; to become a bank holding company by acquiring 100 percent of the voting shares of Signature Bank, National Association, Toledo, Ohio (in formation).

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

1. Macatawa Bank Corporation, Holland, Michigan; to merge with Grand Bank Financial Corporation, Grand Rapids, Michigan, and thereby indirectly acquire Grand Bank, Grand Rapids, Michigan.

2. Marshall & Ilsley Corporation, Milwaukee, Wisconsin; to merge with Richfield State Agency, Inc., Richfield, Minnesota, and thereby indirectly acquire Richfield Bank & Trust Company, Richfield, Minnesota.

C. Federal Reserve Bank of Minneapolis (JoAnne F. Lewellen, Assistant Vice President) 90 Hennepin Avenue, Minneapolis, Minnesota 55480–0291:

1. Northern Plains Investment, Inc., Jamestown, North Dakota; to retain an additional 1.68 percent, for a total of 45.01 percent, of the voting shares of North Star Holding Company, Inc., Jamestown, North Dakota, and thereby indirectly retain additional voting shares of Stutsman County State Bank, Jamestown, North Dakota.

2. Odin Bancshares, Inc., Odin, Minnesota; to become a bank holding company by acquiring 100 percent of the voting shares of Odin State Bank, Odin, Minnesota.

Board of Governors of the Federal Reserve System, December 19, 2001.

Robert deV. Frierson,

Deputy Secretary of the Board.

[FR Doc. 01–31695 Filed 12–26–01; 8:45 am]

BILLING CODE 6210–01–S

FEDERAL TRADE COMMISSION

[File No. 011 0057]

Diageo plc, et al.; Analysis to Aid Public Comment

AGENCY: Federal Trade Commission

ACTION: Proposed Consent Agreement.

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

DATES: Comments must be received on or before January 21, 2002.

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

FOR FURTHER INFORMATION CONTACT: Joseph Brownman, FTC, Bureau of Competition, 600 Pennsylvania Avenue, N.W., Washington, D.C. 20580, (202) 326–2605.

SUPPLEMENTARY INFORMATION: Pursuant to Section 6(f) of the Federal Trade Commission Act, 38 Stat. 721, 15 U.S.C. 46(f), and Section 2.34 of the Commission's Rules of Practice, 16 CFR 2.34, notice is hereby given that the above-captioned consent agreement containing a consent order to ceas4e and desist, having been filed with and accepted, subject to final approval, by the Commission, has been placed on the public record for a period of thirty (30) days. The following Analysis to Aid Public Comment describes the terms of the consent agreement, and the allegations in the complaint. An electronic copy of the full text of the consent agreement package can be obtained from the FTC Home Page (for December 19, 2001), on the World Wide Web, at *http://www.ftc.gov/os/2001/12/index.htm.* A paper copy can be obtained from the FTC Public Reference Room, Room 130–H, 600 Pennsylvania Avenue, N.W., Washington, D.C. 20580, either in person or by calling (202) 326–2222.

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

II. The Parties and the Transaction

Proposed Respondent Diageo is a public limited company organized, existing and doing business under and by virtue of the laws of the United Kingdom with its office and principal place of business located at 8 Henrietta Place, London, England W1A 9AG. In the United States Diageo's operates a distilled spirits business through a wholly-owned subsidiary corporation, GuinnessUDV North America, Inc., whose offices are located at Six Landmark, Square, Stamford, Connecticut 06901.

Proposed Respondent Vivendi is a societe anonyme organized, existing and doing business under and by virtue of the laws of France, with its office and principal place of business located at 42, avenue de Friedland, 75380 Paris Cedex 08, France. In the United States, Respondent Vivendi operates a distilled spirits business through Joseph E. Seagram & Sons, Inc., a wholly-owned subsidiary corporation whose offices are located at 375 Park Avenue, New York, New York 10152–0192.

Third party Pernod Ricard is a societe anonyme organized, existing and doing business under any by virtue of the laws of France, with its office and principal place of business located at 142 Boulevard Haussmann, 75379 Paris, France. In the United States, Pernod Ricard operates a distilled spirits business through Austin, Nichols & Co., Inc., a wholly-owned subsidiary corporation whose offices are located at 156 East 46th Street, New York, New York.

On December 19, 2000, Diageo, Pernod Ricard, and Vivendi entered into an agreement for Diageo and Pernod Ricard jointly to acquire Seagram. The value of the transaction is $8.15 billion. Diageo and Pernod Ricard had previously agreed that if their joint bid to acquire Seagram were successful, they would split the Seagram assets between them. Under their Framework Agreement, Diageo would pay $5 billion for its share of the Seagram assets and Pernod Ricard would pay $3.15 for the remaining share of Seagram.

Among the distilled spirits brands that Diageo and Pernod Ricard agreed would be acquired and held by Diageo were Captain Morgan Original Spiced Rum and Captain Morgan's Parrot Bay Rum. Among the distilled spirits brands that Diageo and Pernod Ricard agreed would be acquired and held by Pernod Ricard were Seagram's Gin, Chivas Regal Scotch, the Glenlivet Scotch, and Martell Cognac.

Under the terms of the proposed transaction, Pernod Ricard will acquire Seagram's Gin, Chivas Regal Scotch, the Glenlivet Scotch, and Martell Cognac brands. These are brands that Diageo should not acquire because doing so would be anticompetitive. Also, Diageo will acquire Joseph E. Seagram & Sons, Inc., which is the Vivendi entity responsible for marketing all the Seagram-owned brands in the United States. For this reason, commercially sensitive information about Segram's Gin, Chivas Regal Scotch, the Glenlivet Scotch, and Martell Cognac—information that Diageo should not acquire for competitive reasons—could remain with Joseph E. Seagram & Sons, Inc. and wind up in Diageo's possession.

Also, under the terms of the proposed transaction, Diageo will continue to operate, for up to one year, a ''back office'' administrative operation for Pernod Ricard in connection with the Seagram brands that Pernod Ricard will be acquiring, Here too, as the transaction was originally structured by the parties, Diageo could acquire and learn commercially sensitive information about Seagram's Gin, Chivas Regal Scotch, the Glenlivet Scotch, and Martell Cognac. The proposed transaction also provides that for up to one year, under a co-packing arrangement, Diageo will bottle for Pernod some of the Seagram's Gin and Scotch products sold in the United States.

III. The Proposed Complaint

According to the Draft Complaint that the Commission intends to issue, Diageo and Vivendi compete in the United States in connection with the distribution and sale of the following distilled spirits markets: (a) Premium rum, (b) popular gin, (c) deluxe Scotch, (d) single malt Scotch, and (e) Cognac.

The Commission is concerned that the proposed transaction would eliminate substantial competition between Diageo and Vivendi in each relevant market, and result in higher prices. The Commission stated it has reason to believe that the proposed transaction would have anticompetitive effects and violate Section 7 of the Clayton Act and Section 5 of the Federal Trade Commission Act.

IV. The Commission's Competitive Concerns

A. Premium Rum

Total United States sales at retail of all premium rum products are about $1 billion. In this market, Bacardi USA, with its Bacardi Light and Bacardi Limon products, is the largest competitor with about a 54% share, Seagram, with its Captain Morgan Original Spiced Rum and Captain Morgan's Parrot Bay Rum products, has about a 33% share, and Diageo, with its Malibu Rum, has about an 8% share. After the proposed acquisition, Diageo and Bacardi USA together would have a combined market share of about 95% in the premium rum market in the United States. The proposed acquisition will increase the Herfindahl-Hirschman Index (''HHI'') (the customary measure of market concentration) in the premium rum market by about 500 points, and result in market concentration of about 4600 points.

B. Popular Gin

Total United States sales of all popular gin products at retail are about $650 million. In this market, Diageo, through its ownership and marketing of Gordon's Gin (and interest in Gilbey's Gin), is the nation's second largest competitor, with about a 34% share, and Vivendi, through its ownership and marketing of Seagram's Gin (and interest in Burnett's White Satin Gin), is the nation's largest competitor, with about a 66% share. After the proposed transaction, Diageo will have access to highly sensitive commercial business information about Seagram's Gin, its principal competitor. Were Diageo actually to acquire Seagram's Gin, it would have a market share of (or have a financial interest in) close to 100% of the popular gin market in the Untied States. Such an acquisition would increase the HHI by about 4500 points, and result in market concentration of about 10,000 points.

C. Deluxe Scotch

Total United States sales of all deluxe Scotch products at retail are about $450 million. In this market, Diageo, with its Johnnie Walker Black Scotch, is the nation's largest competitor, with about a 51% share, and Vivendi, with its Chivas Regal Scotch, is the nation's second largest competitor, with about a 49% share. After the proposed transaction, Diageo will have access to highly sensitive commercial business information about Chivas Regal Scotch, its principal competitor. Were Diageo actually to acquire Chivas Regal Scotch, it would have a market share of close to 100% of the deluxe Scotch market in the United States. Such an acquisition would increase the HHI by about 5,000 points, and result in market concentration of about 10,000 points.

D. Single Malt Scotch

Total United States sales of all single malt Scotch products at retail are about $250 million. In this market, Diageo, with its Oban, Lagavulin, Dalwhinnie, Cardhu, Talisker, Cragganmore, Knocando, Glenkinchie, and Glen Ord brands, is the nation's fourth largest competitor, with about a 6% share, and Vivendi, with it's The Glenlivet Scotch product, is the nation's largest competitor with about a 26% share. After the proposed transaction, Diageo will have access to highly sensitive commercial business information about The Glenlivet Scotch. Were Diageo actually to acquire The Glenlivet Scotch, it would have a market share of about 32% in the single malt Scotch market in the United States. Such an acquisition would increase the HHI by about 300 points, and result in market concentration of about 2,000 points.

E. Cognac

Total United States sales of all Cognac products at retail are about $1 billion. In this market, Diageo, with its Hennessy brand, is the largest competitor with about a 54% share, and Vivendi, with its Martell product, is the third largest competitor with about a 9% share. After the proposed transaction, Diageo will have access to highly sensitive commercial business information about Martell Cognac. Were Diageo actually to acquire Martell Cognac, it would have a market share of about 63% of the Cognac market in the United States. Such an acquisition would increase the HHI by about 900 points, and result in market concentration of about 4,600 points.

V. The Proposed Consent Order

A. The premium rum market

The Proposed Consent Order, if finally issued by the Commission, would settle all of the charges alleged in the Commission's Draft Complaint. Under the terms of the Proposed Consent Order, Diageo will be required to divest its Malibu rum business, worldwide, to an acquirer that is acceptable to the Commission.

Diageo will be required to complete the mandated divestiture within six (6) months from the date it (together with Pernod) acquires Seagram. In the event that Diageo does not complete the required divestiture in the time allowed, the Commission will appoint a trustee to sell the assets. The Proposed Consent Order empowers the trustee to sell such additional assets as may be necessary to assure the marketability, viability, and competitiveness of the businesses that are required to be divested. Pending Diageo's divestiture of the Malibu rum business to a Commission-approved acquirer, and to prevent competitive harm pending the divestiture and to ensure that the assets required to be divested will remain a competitively viable business, the Commission has appointed Theodore F. Martens of PricewaterhouseCoopers LLP as an interim monitor. Among other things, the monitor will ensure that during the period of time that Diageo will own both the Malibu and Captain Morgan rum businesses, it will manage them separately.

B. The popular Gin, deluxe Scotch, single malt Scotch, and Cognac markets

Under the terms of the Proposed Consent Order, Diageo will be prevented from obtaining or using any commercially sensitive business information relating to Seagram's Gin, Chivas Regal Scotch, The Glenlivet Scotch, or Martell Cognac. To ensure that this will not occur, Diageo has agreed to the following procedures.:

First, to ensure that Diageo will not acquire pre-existing competitively sensitive information about Seagram's Gin, Chivas Regal Scotch, The Glenlivet Scotch, and Martell Cognac, Vivendi will hire an independent consultant to identify and segregate those materials. This will prevent Diageo from seeing the competitively sensitive business information in the materials that Diageo will be acquiring.

Second, Diageo will implement a series of firewalls to keep confidential information from the back office operation it will be operating in part for the benefit of Pernod, or confidential information that Diageo will learn because of its co-packing arrangement, from getting into the hands of Diageo marketing personnel.

C. The Order To Hold Separate and Maintain Assets

Accompanying the Proposed Consent Order is an Order to Hold Separate and Maintain Assets. This order requires Diageo to preserve and maintain the Seagram Captain Morgan rum assets as a separate competitive entity pending the divestiture of the Malibu assets. This will ensure that there will be no interim harm to competition pending the divestiture by Diageo of the Malibu assets during the period (maximum of six months) that Diageo will be the owner of both Malibu Rum and Captain Morgan Rum.

The Order to Hold Separate and Maintain Assets also requires Diageo to preserve and maintain the competitive viability of the Malibu assets, pending their divestiture. This will ensure that the competitive value of these assets will be maintained after Diageo acquires the Seagram rum assets but before the Malibu Rum assets are actually divested.

VI. The Opportunity for Public Comment

The Proposed Consent Order has been placed on the public record for thirty (30) days for receipt of comments from interested persons. Comments received during this period will become part of the public record. After thirty (30) 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 Consent Order in the agreement.

By accepting the Proposed Consent Order subject to final approval, the Commission anticipates that the competitive problems alleged in the Draft Complaint will be resolved. The purpose of this analysis is to invite and facilitate public comment concerning the Proposed Consent Order. It is not intended to constitute an official interpretation of the Proposed Consent Order, nor is it intended to modify the terms of the orders in any way.

By direction of the Commission.

Donald S. Clark,

Secretary.

[FR Doc. 01–31778 Filed 12–26–01; 8:45 am]

BILLING CODE 6750–01–M

FEDERAL TRADE COMMISSION

[File No. 011 0141]

Valero Energy Corporation, et al.; Analysis to Aid Public Comment

AGENCY: Federal Trade Commission.

ACTION: Proposed Consent Agreement.

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

DATES: Comments must be received on or before January 18, 2002.

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

FOR FURTHER INFORMATION CONTACT: Peter Richman, FTC, Bureau of Competition, 600 Pennsylvania Avenue, N.W., Washington, D.C. 20580, (202) 326–2563.

SUPPLEMENTARY INFORMATION: Pursuant to Section 6(f) of the Federal Trade Commission Act, 38 Stat, 721, 15 U.S.C. 46(f), and Section 2.34 of the Commission's Rules of Practice, 16 CFR 2.34, notice is hereby given that the above-captioned consent agreement containing a consent order to cease and desist, having been filed with and accepted, subject to final approval, by the Commission, has been placed on the public record for a period of thirty (30) days. The following Analysis to Aid Public Comment describes the terms of the consent agreement, and the allegations in the complaint. An electronic copy of the full text of the consent agreement package can be obtained from the FTC Home Page (for December 18, 2001), on the World Wide Web, at *http://www.ftc.gov/os/2001/12/index.htm.* A paper copy can be obtained from the FTC Public Reference Room, Room 130–H, 600 Pennsylvania Avenue, N.W., Washington, D.C. 20580, either in person or by calling (202) 326–2222.

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

Analysis of Proposed Consent Order to aid Public Comment

I. Introduction

The Federal Trade Commission (''Commission'' or ''FTC'') has issued a complaint (''Complaint'') alleging that the proposed merger of Valero Energy Corporation (''Valero'') and Ultramar Diamond Shamrock Corporation Corporation (''Ultramar'') (collectively ''Respondents'') would violate Section 7 of the Clayton Act, as amended, 15 U.S.C. 18, and Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. 45, and has entered into an agreement containing consent orders (''Agreement Containing Consent Orders'') pursuant to which Respondents agree to be bound by a proposed consent order that requires divestiture of certain assets (''Proposed Consent Order'') and a hold separate order that requires Respondents to hold separate and maintain certain assets pending divestiture (''Hold Separate Order''). The Proposed Order remedies the likely anticompetitive effects arising from Respondent's proposed merger, as alleged in the Complaint. The Hold Separate Order preserve competition pending divestiture.

II. Description of the Parties and the Transaction

Valero, headquartered in San Antonio, Texas, is an independent domestic refining company. Valero is engaged in national refining, transportation, and marketing of petroleum products and related petrochemical products. Valero reported 2000 net income of $611 million on revenues of nearly $15 billion. Valero's revenues are generated almost exclusively in the United States from seven fuel refineries.

Ultramar is an independent North American refining and marketing company also headquartered in San Antonio, Texas. It is primarily engaged in the refining, marketing and transportation of petroleum products and petrochemicals. Ultramar reported 2000 net earnings of $444 million on operating of $17.1 billion. Ultramar operates seven refineries in the United States and Canada with a total throughput of 850,000 barrels per day, marketed through a network of over 5,000 branded retail stations.

Pursuant to and agreement an plan of merger dated May 6, 2001, Valero proposed to merge with Ultramar in a transaction valued at approximately $6 billion. Valero intends to acquire 100% of the voting stock of Ultramar. As a result of the merger, Valero will be one of the largest refiners in the United States.

III. The Investigation and the Compliant

The Complaint alleges that the merger of Valero and Ultramar would violate Section 7 of the Clayton Act, as amended, 15 U.S.C. 18, and Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. 45, by substantially lessening competition in each of the following markets: (1) the refining and bulk supply of CARB 2 and CARD 3 gasoline for sale in Northern California; and (2) the refining and bulk supply of CARB 2 and CARB 3 gasoline in the State of California.

To remedy the alleged anticompetitive effects of the merger, the Proposed Order requires Respondents to divest the Ultramar Golden Eagle refinery located in Avon,