

exemption, refer to the Notice of Proposed Exemption published on April 22, 1998, at 63 FR 19953.

For Further Information Contact: Mr. C. E. Beaver of the Department, telephone (202)219-8881. (This is not a toll-free number.)

General Information

The attention of interested persons is directed to the following:

(1) The fact that a transaction is the subject of an exemption under section 408(a) of the Act and/or section 4975(c)(2) of the Code does not relieve a fiduciary or other party in interest or disqualified person from certain other provisions to which the exemptions does not apply and the general fiduciary responsibility provisions of section 404 of the Act, which among other things require a fiduciary to discharge his duties respecting the plan solely in the interest of the participants and beneficiaries of the plan and in a prudent fashion in accordance with section 404(a)(1)(B) of the Act; nor does it affect the requirement of section 401(a) of the Code that the plan must operate for the exclusive benefit of the employees of the employer maintaining the plan and their beneficiaries;

(2) These exemptions are supplemental to and not in derogation of, any other provisions of the Act and/or the Code, including statutory or administrative exemptions and transactional rules. Furthermore, the fact that a transaction is subject to an administrative or statutory exemption is not dispositive of whether the transaction is in fact a prohibited transaction; and

(3) The availability of these exemptions is subject to the express condition that the material facts and representations contained in each application accurately describes all material terms of the transaction which is the subject of the exemption.

Signed at Washington, D.C., this 16th day of June 1998.

Ivan Strasfeld,

*Director of Exemption Determinations,
Pension and Welfare Benefits Administration,
U.S. Department of Labor.*

[FR Doc. 98-16337 Filed 6-18-98; 8:45 am]

BILLING CODE 4510-29-P

DEPARTMENT OF LABOR

Pension and Welfare Benefits Administration

[Application Nos. D-10470 and D-10576]

Navistar International Transportation Corporation (Navistar); Located in Chicago, IL and the Supplemental Program Committee of the Navistar International Transportation Corporation Retiree Health Benefit and Life Insurance Plan (Supplemental Program Committee) Located in Euclid, OH

AGENCY: Department of Labor.

ACTION: Notice of proposed amendments to Prohibited Transaction Exemption (PTE) 93-69

SUMMARY: This document contains a notice of pendency before the Department of Labor (the Department) of proposed amendments to PTE 93-69 [58 FR 51105, September 30, 1993]. PTE 93-69 provides an exemption from certain prohibited transaction restrictions of the Employee Retirement Income Security Act of 1974 for: (1) the acquisition and holding by the Navistar International Transportation Corporation Retiree Health Benefit and Life Insurance Plan (New Plan) of shares of Class B Common Stock and Series A Preference Stock of Navistar International Corporation (NIC); (2) the holding by the New Plan of shares of NIC Common Stock resulting from the conversion of NIC Class B Common Stock into such shares; (3) the extension of credit between Navistar and the New Plan, which may occur in conjunction with Navistar's annual obligation to advance funds to the Supplementary Benefit Program Trust; and (4) the sale of shares of NIC Class B Common Stock by the New Plan to Navistar. The proposed amendments, if granted, would affect participants and beneficiaries of, and fiduciaries with respect to the New Plan.

EFFECTIVE DATE: If granted, the proposed amendments will be effective July 1, 1998.

DATES: Written comments and requests for a public hearing must be received by the Department of Labor on or before the expiration of August 3, 1998.

ADDRESSES: All written comments and requests for a hearing (at least three copies) should be sent to the Office of Exemption Determinations, Pension and Welfare Benefits Administration, room N-5649, U.S. Department of Labor, 200 Constitution Avenue, NW., Washington DC 20210, Attention: Application Nos. D-10470 and D-10576. The applications for amendments and the comments

received will be available for public inspection in the Public Documents Room of the Pension and Welfare Benefits Administration, U.S. Department of Labor, room N-5638, 200 Constitution Avenue, NW., Washington DC 20210.

FOR FURTHER INFORMATION CONTACT:

Lyssa E. Hall of the Department of Labor, telephone (202) 219-8971. (This is not a toll-free number.)

SUPPLEMENTARY INFORMATION: Notice is hereby given of the pendency before the Department of proposed amendments to PTE 93-69. The proposed amendments were requested in applications filed by the Supplemental Program Committee and Navistar pursuant to section 408(a) of the Act and in accordance with procedures set forth in 29 CFR part 2570, subpart B (55 FR 32836, 32847, August 10, 1990). One of the proposed amendments would permit William Craig, a member of the Supplemental Program Committee, to continue to serve on the NIC board of directors beyond the termination of the Lock-up Period. The other amendment would permit the sale of shares of NIC Common Stock by the New Plan to NIC or Navistar for not less than adequate consideration as defined in section 3(18) of the Act.

Summary of Facts and Representations

The applications contain representations with regard to the proposed amendments which are summarized below. Interested persons are referred to the applications on file with the Department for the complete representations of the applicants.

1. Background

(a) Navistar, a Delaware corporation headquartered in Chicago, Illinois, is a manufacturer of large and medium size trucks and mid-range diesel engines.

(b) NIC is a publicly-traded corporation which wholly owns Navistar.

(c) The Supplemental Program Committee is a five-member committee which is responsible for managing the assets of the Supplemental Benefit Program Trust.

(d) In 1992, Navistar proposed to terminate its retiree health and life insurance benefit program and to replace it with a plan providing a reduced schedule of benefits. The New Plan was created as part of the 1993 settlement of a class action which was filed by the Navistar retirees against Navistar in response to the proposed

termination.¹ The New Plan consists of two parts, the Retiree Health Benefit Program and Trust ("Base Program" and "Base Trust") and the Supplemental Benefit Program and Trust. The Supplemental Benefit Program Trust was initially funded with approximately 255 million shares of NIC Class B Common Stock.

Until the end of the Lock-up Period (July 1, 1998),² the NIC Class B Common Stock generally is restricted and has no voting or transfer rights. The NIC Class B Common Stock certificates bear a legend indicating that the stock has not been registered under the Securities Act of 1933 and may not be sold or transferred. In addition, under the terms of NIC's Certificate of Incorporation and pursuant to the Shy Settlement, the Supplemental Benefit Program Trust could not sell its Class B Common Stock until the end of the Lock-up Period, except in a transaction approved by NIC's board of directors. On July 1, 1998 (or upon an earlier sale approved by the Board), the Class B Common Stock will automatically convert to NIC Common Stock, a widely-held publicly-traded New York Stock Exchange security with full voting rights. After the Lock-up Period expires, a Registration Rights Agreement gives the Supplemental Benefit Program Trust the right to require NIC to register the Supplemental Benefit Program Trust's NIC Common Stock and the exclusive right to sell NIC Common Stock to the public for five years or until the sale of \$500 million in NIC Common Stock by the Supplemental Benefit Program Trust, whichever occurs first. All decisions regarding management of the Supplemental Benefit Trust, including decisions affecting the NIC stock, are made by a five-person committee, the Supplemental Program Committee.

PTE 93-69 provides, in part, that effective July 1, 1993, the restrictions of sections 406(a), 406(b)(1), 406(b)(2) and 407(a) of the Act shall not apply to the acquisition and holding by the New Plan of Class B Common Stock, the extension of credit which may occur in conjunction with Navistar's annual obligation to advance funds to the Supplemental Benefit Trust the holding by the New Plan of shares of NIC Common Stock resulting from the conversion of NIC Class B Common Stock into such shares, or the sale of NIC Class B Common Stock by the New

Plan to Navistar. One of the conditions in the notice of proposed exemption for PTE 93-69³ requires in part, that:

(1) the majority of the members of the Supplemental Program Committee would be individuals who:

(a) Are not affiliates of Navistar, NIC or the UAW;

(b) Did not have any ownership interest in Navistar or NIC;

(c) Are not officers, directors, or 5 percent or more shareholders or partners of a person in which NIC has an ownership interest.

In commenting on the proposed exemption, the UAW requested that the final exemption permit the Supplemental Program Committee to name one of its non-UAW members to serve on NIC's board of directors. The UAW represented that the failure to allow a non-UAW member of the Supplemental Program Committee to serve on NIC's board of directors would impair the Committee's ability to pursue the most prudent course towards maximizing the value of the Supplemental Benefit Program Trust. The UAW stated that the Supplemental Program Committee desired to make [board] selections that would best facilitate the Committee's efforts to protect its stake in the company. The UAW further stated that without dual membership on the part of at least one of its appointments, the Committee felt that its ability to act as an effective "watchdog" over NIC's management would be materially diminished. After considering the UAW's comment, the Department decided to modify the final exemption to permit one of the three non-UAW members of the Supplemental Program Committee to serve on NIC's board of directors during the Lock-up Period. In this regard, William Craig has served on NIC's board of directors as well as on the Supplemental Program Committee up to the present time.

2. The Supplemental Program Committee's Requested Amendment

(a) In support of its application to amend PTE 93-69 to allow Mr. Craig to continue to serve on both the board of directors of NIC and on the Supplemental Program Committee, the Committee represents that Mr. Craig has a broad background in, and extensive knowledge of the trucking industry and, especially, NIC's role therein which has brought important insights to the deliberations of the Supplemental Program Committee. The Committee members have learned to rely on his judgement and abilities as he has

brought his wealth of experience to bear on issues arising from his service as both a non-UAW member of the Supplemental Program Committee and a member of NIC's board of directors.

The applicant further notes that Mr. Craig's current dual service has only served to enhance the value of his views to the Supplemental Program Committee. He has demonstrated both a dedication to furthering the interests of the shareholders of NIC and an acute sensitivity to the importance that successful resolution of labor-management issues confronting NIC has to the future success of NIC and the health and welfare of its employees and retirees.

In addition, the Supplemental Program Committee states that the unique perspective afforded Mr. Craig as a result of the dual service permitted under PTE 93-69 and the distinct background and abilities he brings to this dual service provides a function that the Supplemental Program Committee believes it can ill afford to lose.

(b) In commenting on the proposed exemption, the UAW represented that the potential for conflict regarding dual membership, if any, is minimal. To the extent any conflicts were to arise a Committee/board members' conduct would be reviewable under ERISA's fiduciary standards and, moreover, the Committee would, in such circumstances, be empowered to remove such individual from the NIC board, if appropriate.

(c) The Supplemental Program Committee has acknowledged that they have been briefed and understand the limits that are placed on Mr. Craig under federal and state securities laws relating to Mr. Craig's ability to make disclosures to the Committee regarding information he obtains at meetings of the board of directors of NIC. Despite those limitations, the Supplemental Program Committee members believe that Mr. Craig's continuing dual service on the Committee and on the board of directors of NIC is critical to the Supplemental Benefit Plan's success. The Committee further noted that Mr. Craig will have available to him, at all times, two different, expert legal advisors, one for his service on the Supplemental Program Committee and one in his role on NIC's board of directors.

(d) In summary, the Supplemental Program Committee believes that the requested amendment to permit Mr. Craig to continue in his dual roles will assist the Supplemental Program Committee in its future planning and

¹ *Shy et al. v. Navistar International Corporation*, et. al., Civil Action No. C-3-92-333 (S.D. Ohio, 1992) (Shy Settlement).

² The period beginning on the date of the contribution of Class B Common Stock to the Supplemental Benefit Program Trust in 1993 until July 1, 1998 is the "Lock-up Period".

³ 58 FR 35467, 35468 (July 1, 1993).

help to ensure the future stability of the Supplemental Benefit Program Trust.

4. Navistar's Requested Amendment

Upon the expiration of the Lock-up Period, the NIC Class B Common Stock will automatically convert to NIC Common Stock. Navistar requests an amendment to PTE 93-69 to permit the Supplemental Benefit Program Trust to sell NIC Common Stock to either NIC or Navistar after the expiration of the Lock-up Period for not less than adequate consideration as defined in section 3(18) of the Act. Navistar represents that having the ability to sell NIC Common Stock to NIC or Navistar will provide the Supplemental Benefit Program Trust with an additional market for the stock. In this regard, Navistar notes that NIC Common Stock is widely traded on the New York Stock Exchange, thus pricing issues associated with non-publicly traded securities would not be present in these transactions.

The proposed amendments, if granted, will be subject to the express condition that the material facts and representations contained in the applications are true and complete, and that the applications accurately describe all material terms of the transactions to be consummated pursuant to the proposed amendment.

Notice to Interested Persons

Because of the large number of potentially interested parties, it is not possible to provide a separate copy of notice of the proposed amendment to each participant. The only practical form of notice to interested parties is the **Federal Register**. The Committee will, however, provide notices to both NIC and the UAW. Also, the Supplemental Program Committee will supply copies of the notice to union locals and chapters of salaried employee retiree organizations for posting or other possible distribution to retirees. Provision of notice in this manner can be accomplished within 15 working days of publication.

General Information

The attention of interested persons is directed to the following:

(1) The fact that a transaction is the subject of an exemption under section 408(a) of the Act does not relieve a fiduciary or other party in interest from certain other provisions of the Act, including any prohibited transaction provisions to which the exemption does not apply and the general fiduciary responsibility provisions of section 404 of the Act, which among other things require a fiduciary to discharge his duties respecting the plan solely in the

interest of the participants and beneficiaries of the plan and in a prudent fashion in accordance with section 404(a)(1)(B) of the Act.

(2) The proposed amendments to PTE 93-69, if adopted, will not extend to transactions prohibited under section 406(b)(3) of the Act.

(3) Before an exemption may be granted under section 408(a) of the Act, the Department must find that the exemption is administratively feasible, in the interest of the plan and of its participants and beneficiaries and protective of the rights of participants and beneficiaries of the plan; and

(4) The proposed amendments to PTE 93-69, if adopted, will be supplemental to, and not in derogation of, any other provisions of the Act, including statutory or administrative exemptions. Furthermore, the fact that a transaction is subject to an administrative or statutory exemption is not dispositive of whether the transaction is in fact a prohibited transaction.

Written Comments and Hearing Requests

All interested persons are invited to submit written comments or requests for a hearing on the pending exemption to the address above, within the time period set forth above.

All comments will be made a part of the record. Comments received will be available for public inspection with the applications for amendment at the address set forth above.

Proposed Amendments

Under section 408(a) of ERISA and in accordance with the procedures set forth in 29 CFR Part 2570, Subpart B [55 FR 32836, 32847 August 10, 1990], the Department proposes to amend PTE 93-69 as set forth below in italics in the republished exemption below.

Transactions

If the exemption is granted, the restrictions of sections 406(a), 406(b)(1), 406(b)(2) and 407(a) of the Act shall not apply to (1) the acquisition and holding by the Navistar International Transportation Corporation Retiree Health Benefit and Life Insurance Plan (the New Plan) of shares or Class B Common Stock and Series A Preference Stock of Navistar International Corporation (NIC); (2) the holding by the New Plan of shares of NIC Common Stock resulting from the conversion of NIC Class B Common Stock into such shares; (3) the extension of credit between Navistar and the New Plan, which may occur in conjunction with Navistar's annual obligation to advance funds to the Supplemental Benefit

Program Trust; (4) the sale of shares of NIC Class B Common Stock by the New Plan to Navistar; and (5) the sale of shares of NIC Common Stock by the New Plan to NIC or Navistar, provided that:

(a) All decisions regarding the management of the Supplemental Benefit Program Trust, including determinations affecting NIC stock held by such Trust, are made by the Supplemental Program Committee;

(b) The Supplemental Program Committee will take whatever action is necessary to protect the New Plan's rights with respect to the transaction;

(c) With respect to the sale of NIC Class B Common Stock by the New Plan to Navistar, each Class B share will be valued at the average closing price per share of NIC Common Stock during the 30 day trading period immediately prior to the date Navistar acquires the Class B Shares, but in no case will the price be less than adequate consideration as defined in section 3(18) of the Act;

(d) With respect to the sale of NIC Common Stock by the New Plan to Navistar or NIC, in no case will the price be less than adequate consideration as defined in section 3(18) of the Act;

(e) The Supplemental Program Committee shall maintain, for a period of six years, the records necessary to enable the persons described in paragraph (f) below to determine whether the conditions of this exemption have been met, except that (a) a prohibited transaction will not be considered to have occurred if, due to circumstances beyond the control of the Supplemental Program Committee, the records are lost or destroyed prior to the end of the six year period, and (b) no party in interest other than the Supplemental Program Committee shall be subject to the civil penalty that may be assessed under section 502(i) of the Act if the records are not maintained, or are not available for examination as required by paragraph (f) below; and

(f)(1) Except as provided in section (2) of this paragraph and notwithstanding any provisions of subsections (a)(2) and (b) of section 504 of the Act, the records referred to in paragraph (e) above shall be unconditionally available at their customary location during business hours by:

(A) Any duly authorized employee or representative of the Department;

(B) The UAW or any duly authorized representative of the UAW;

(C) Any participant or beneficiary of the New Plan, or any duly authorized representative of such participant or beneficiary.

(2) None of the persons described above in subparagraphs (B) and (C) of this paragraph (e) shall be authorized to examine the trade secrets of NIC or Navistar or commercial or financial information which is privileged or confidential.

(g) For purposes of this exemption:

(1) The majority of the members of the Supplemental Program Committee will be individuals who:

(A) Are not affiliates of Navistar, NIC or the UAW;

(B) Do not have any ownership interest in Navistar or NIC;

(C) Are not officers, directors, or 5 percent or more shareholders or partners of a person in which NIC has any ownership interest;

(D) Have acknowledged in writing acceptance of fiduciary responsibility;

(E) Do not receive more than 5 percent of their annual gross income (excluding retirement income and directors fees received) for any taxable year in the aggregate from Navistar, UAW or any affiliate thereof; and

(F) Will not acquire any property from, sell any property to or borrow any funds from NIC, UAW, or any affiliate thereof, during the period that such individual serves as a member of the supplemental Program Committee and continuing for a period of 6 months after such individual ceases to be a member of the Supplemental Program Committee or negotiate any such transaction during the period that such individual serves as a member of the Supplemental Program Committee.

Notwithstanding (A) and (C) above, William Craig is not precluded from serving on NIC's board of directors while also serving as a member of the Supplemental Program Committee.

(2) An affiliate of another person means:

(A) Any person directly or indirectly, through one or more intermediaries, controlling, controlled by, or under common control with such other person;

(B) Any officer, director, partner, employee, relative (as defined in section 3(15) of the Act), a brother, a sister, or a spouse of a brother or sister of such other person; and

(C) Any corporation or partnership of which such other person is an officer director or partner.

(3) Control means the power to exercise a controlling influence over the management or policies of a person other than an individual.

Signed at Washington, D.C., this 16th day of June, 1998.

Ivan Strasfeld,

*Director of Exemptions Determinations,
Pension and Welfare Benefits Administration,
U.S. Department of Labor.*

[FR Doc. 98-16336 Filed 6-18-98; 8:45 am]

BILLING CODE 4510-29-P

NATIONAL AERONAUTICS AND SPACE ADMINISTRATION

[Notice 98-080]

Agency Information Collection: Submission for OMB Review; Comment Request

AGENCY: National Aeronautics and Space Administration (NASA).

SUMMARY: The National Aeronautics and Space Administration has submitted to the Office of Management and Budget (OMB) the following proposal for the collection of information under the provisions of the Paperwork Reduction Act (44 U.S.C. Chapter 35).

DATES: Comments on this proposal should be received on or before July 20, 1998.

ADDRESSES: All comments should be addressed to Mr. Robert J. Bobek, Code ICB National Aeronautics and Space Administration, Washington, DC 20546-0001.

FOR FURTHER INFORMATION CONTACT: Ms. Carmela Simonson, Office of the Chief Information Officer, (202) 358-1223.

Reports

Title: Patent Waiver Report.

OMB Number: 2700-0050.

Type of Review: Reinstatement.

Need and Uses: Reports are analyzed by the NASA Inventions and Contributions Board to evaluate the progress made by NASA contractors who received waiver of patent rights in terms of development and commercialization of waived inventions.

Affected Public: Business or other for-profit.

Estimated Number of Respondents: 66.

Responses Per Respondent: 1.

Estimated Annual Responses: 66.

Estimated Hours Per Request: 2.

Estimated Annual Burden Hours: 147.

Frequency of Report: Annually.

Donald J. Andreotta,

*Deputy Chief Information Officer
(Operations), Office of the Administrator.*

[FR Doc. 98-16328 Filed 6-18-98; 8:45 am]

BILLING CODE 7510-01-P

NATIONAL CREDIT UNION ADMINISTRATION

Sunshine Act Meeting; Notice of Meetings

TIME AND DATE: 10:00 a.m., Tuesday, June 23, 1998.

PLACE: Board Room, 7th Floor, Room 7047, 1775 Duke Street, Alexandria, VA 22314-3428.

STATUS: Open.

MATTERS TO BE CONSIDERED:

1. Requests from Two (2) Federal Credit Unions to Convert to Community Charters.

2. Funding for the Office of Corporate Credit Unions.

RECESS: 11:00 a.m.

TIME AND DATE: 11:30 a.m., Tuesday, June 23, 1998.

PLACE: Board Room, 7th Floor, Room 7047, 1775 Duke Street, Alexandria, VA 22314-3428.

STATUS: Closed.

MATTERS TO BE CONSIDERED:

1. Administrative Action under Section 205 of the Federal Credit Union Act. Closed pursuant to exemption (8).

2. Administrative Actions under Section 206 of the Federal Credit Union Act. Closed pursuant to exemptions (4), (7) and (8).

3. Administrative Action under Part 704 of NCUA's Rules and Regulations. Closed pursuant to exemption (8).

4. Administrative Act under Part 745 of NCUA's Rules and Regulations. Closed pursuant to exemption (6).

5. Four (4) Personnel Actions. Closed pursuant to exemptions (2), (5), (6) and (9)(B).

FOR FURTHER INFORMATION CONTACT: Becky Baker, Secretary of the Board, Telephone (703) 518-6304.

Becky Baker,

Secretary of the Board.

[FR Doc. 98-16453 Filed 6-16-98; 4:41 pm]

BILLING CODE 7535-01-M

NUCLEAR REGULATORY COMMISSION

[Docket Nos. 50-277 and 50-278]

PECO Energy Co. (Peach Bottom Atomic Power Station, Units 2 and 3); Environmental Assessment and Finding of No Significant Impact

The U.S. Nuclear Regulatory Commission (the Commission) is considering issuance of an exemption from the requirements of 10 CFR 70.24 for Facility Operating License Nos. DPR-44 and DPR-56, issued to PECO Energy Company (the licensee), for