

Marietta Street, N.W., Atlanta, Georgia 30303-2713:

1. *East Alabama Financial Group, Inc.*, Wedowee, Alabama; to become a bank holding company by acquiring 100 percent of the voting shares of Small Town Bank, Wedowee, Alabama (in organization).

Board of Governors of the Federal Reserve System, April 28, 1999.

Robert deV. Frierson,

Associate Secretary of the Board.

[FR Doc. 99-11032 Filed 4-30-99; 8:45 am]

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FEDERAL TRADE COMMISSION

[File No. 9910112]

Rohm and Haas Company 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 July 2, 1999.

ADDRESSES: Comments should be directed to: FTC/Office of the Secretary, Room 159, 600 Pennsylvania Avenue, NW, Washington, DC 20580.

FOR FURTHER INFORMATION CONTACT:

Timothy Feighery and Wallace Easterling, FTC/S-3627, 601 Pennsylvania Avenue, NW, Washington, DC 20580, (202) 326-3520 or (202) 326-2936.

SUPPLEMENTARY INFORMATION: Pursuant to section 6(f) of the Federal Trade Commission Act, 38 Stat. 721, 15 U.S.C. 46, 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 sixty (60) 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 April 22, 1999), on the World Wide Web, at "<http://www.ftc.gov/os/actions97.htm>." A paper copy can be obtained from the FTC Public Reference Room, Room H-130, 600 Pennsylvania Avenue, NW, Washington, DC 20580, either in person or by calling (202) 326-3627.

Public comment is invited. Comments should be directed to: FTC/Office of the Secretary, Room 159, 600 Pennsylvania Avenue, NW, Washington, DC 20580. Two paper copies of each comment should be filed, and should be accompanied, if possible, by a 3½ inch diskette containing an electronic copy of the comment. 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 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

The Federal Trade Commission ("Commission") has accepted, subject to final approval, an Agreement Containing Consent Order ("Agreement") from Rohm and Haas Company ("Rohm & Haas") and Morton International, Inc. ("Morton") to resolve competitive concerns arising out of Rohm & Haas's proposed acquisition of Morton. Under the proposed Order, Rohm & Haas and Morton ("respondents") would divest the Morton business of producing and selling acrylic water-based polymers for use in the formulation of floor care products.

The proposed 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 review the agreement and comments received and decide whether to withdraw its acceptance of the agreement or make final the agreement's proposed Order.

The proposed complaint alleges that the acquisition, if consummated, would violate section 7 of the Clayton Act, 15 U.S.C. 18, as amended, and section 5 of the Federal Trade Commission Act ("FTC Act"), 15 U.S.C. 45, as amended, in the market for the sale of acrylic water-based polymers for use in formulation of floor care products ("Water-Based Floor Care Polymers"). According to the proposed complaint, Water-Based Floor Care Polymers impart essential properties, such as hardness, slip resistance and gloss, to floor care products. Major customers of

Water-Based Floor Care Polymers are product formulators, who sell finished floor care products, such as polishes, mainly to industrial and institutional users, including factories, schools and retail stores. The proposed complaint alleges that the Water-Based Floor Care Polymers market in North America is highly concentrated, with Rohm & Haas and Morton each controlling a significant share of the market. The proposed complaint further alleges that the effect of the acquisition may be to substantially lessen competition and to tend to create a monopoly by, among other things, eliminating direct competition between Rohm & Haas and Morton, increasing the likelihood that purchasers of Water-Based Floor Care Polymers will be forced to pay higher prices, increasing the likelihood that technical and sales services provided to customers will be reduced, and increasing the likelihood that innovation will be reduced. Customers have complained that the effect of the transaction, if permitted to close, would be increased prices for floor care polymers and reduced technical service, support, and innovation.

The proposed complaint further alleges that entry into the Water-Based Floor Care Polymers market would not be timely, likely, or sufficient to deter or offset the adverse effects of the acquisition on competition. Entry is difficult in this market because of the length of time it would take and the expense that would be incurred in building appropriate chemical production facilities, the difficulty in acquiring the technical expertise necessary to produce the polymers, and the difficulty in gaining recognition in a marketplace in which customers are reluctant to switch from proven suppliers.

The proposed Order is designed to remedy the anticompetitive effects of the acquisition in the North American market for Water-Based Floor Care Polymers, as alleged in the complaint, by requiring the divestiture of Morton's Water-Based Floor Care Polymers business. Under the terms of the proposed Order, respondents are required to divest, no later than ten (10) days after the date the Commission accepts the Agreement for public comment, Morton's worldwide Water-Based Floor Care Polymers business to GenCorp, Inc. ("GenCorp"). GenCorp currently produces water-based polymers for use in the graphics industry, a technology and production area closely related to Water-Based Floor Care Polymers. Divestiture of the Morton Water-Based Floor Care Polymers business to GenCorp is

designed to promote the viability and competitiveness of the divested business by taking advantage of the synergies that may be afforded through its combination with GenCorp, including expertise in related chemistries and economies of scale resulting from shared research and development, overhead and production.

The proposed Order requires that respondents divest all trade secrets, know-how, trade marks and trade names, intellectual property, intangible assets, and business information (including purchasing, sales, marketing, licensing, and similar information) relating to Morton's Water-Based Floor Care Polymers business. The proposed Order also requires that respondents provide incentives to certain employees identified by the acquirer as important to the continued competitiveness and viability of the Water-Based Floor Care Polymers business, to facilitate their transfer and the transfer of know-how, to the acquirer.

The proposed Order requires that respondents provide a transitional supply of products to the acquirer. The first supply arrangement provides that respondents supply to the acquirer, for a period not to exceed two years, the full line of Morton Water-Based Floor Care Polymers. The second transitional supply agreement requires that respondents supply to the acquirer, for a period not to exceed four years, Conrez® resin, a hard resin that enhances the flow characteristics of water-based polymers. These supply arrangements are designed to ensure the initial viability and success of the acquirer in the Water-Based Floor Care Polymers market by providing a seamless and continuous supply of Morton products to customers. The transitional supply agreements are intended to be of sufficient duration to give the acquirer time to assimilate the Morton polymers and perfect the production processes, in its own plants. This provision also provides the acquirer the time it needs to work with customers to build technical relationships and gain approvals for the products it manufactures in its own facilities, a critical requirement in this market.

The proposed Order also provides for the appointment of an Interim Trustee to ensure that respondents expeditiously perform their responsibilities under the proposed Order. The Interim Trustee will oversee the divestiture to ensure the adequacy of the transfer, to ensure that disputes between the parties will be identified and resolved quickly, clearly, and

impartially, and to identify possible violations of the proposed Order.

If, following receipt and review of public comments regarding the proposed Order, the Commission determines to disapprove the divestiture to GenCorp, respondents are required to rescind the transaction with GenCorp, within five months, and divest Morton's Water-Based Floor Care Polymers business to an acquirer that receives the prior approval of the Commission. The proposed Order also provides that if respondents fail to divest the Morton Water-Based Floor Care Polymers business as required by the proposed Order, the Commission may appoint a Divestiture Trustee to divest the business, together with Morton's Greenville, South Carolina, manufacturing facility. This provision gives the Trustee the flexibility to divest the business to an entity not already in the water-based polymers business.

The proposed Order requires respondents to provide the Commission, within thirty (30) days of the date of Agreement is signed, with an initial report setting forth in detail the manner in which respondents will comply with the provisions relating to the divestiture of assets and the appointment and work of the Interim Trustee. The Order further requires respondents to provide the Commission with a report of compliance with the Order within sixty (60) days following the date the Order becomes final and every ninety (90) days thereafter until they have complied with the terms of the Order.

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

By direction of the Commission.

Donald S. Clark,

Secretary.

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DEPARTMENT OF HEALTH AND HUMAN SERVICES

Centers for Disease Control and Prevention

[INFO-99-15]

Proposed Data Collections Submitted for Public Comment and Recommendations

In compliance with the requirement of section 3506(c)(2)(A) of the

Paperwork Reduction Act of 1995, the Centers for Disease Control and Prevention is providing opportunity for public comment on proposed data collection projects. To request more information on the proposed projects or to obtain a copy of the data collection plans and instruments, call the CDC Reports Clearance Officer on (404) 639-7090.

Comments are invited on: (a) Whether the proposed collection of information is necessary for the proper performance of the functions of the agency, including whether the information shall have practical utility; (b) the accuracy of the agency's estimate of the burden of the proposed collection of information; (c) ways to enhance the quality, utility, and clarity of the information to be collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques for other forms of information technology. Send comments to Seleda Perryman, CDC Assistant Reports Clearance Officer, 1600 Clifton Road, MS-D24, Atlanta, GA 30333. Written comments should be received within 60 days of this notice.

Proposed Project

1. National Birth Defects Prevention Study—(0920-0010)—Revision—National Center for Environmental Health (NCEH). The Division of Birth Defects and Pediatric Genetics (DBDPG), NCEH has been monitoring the occurrence of serious birth defects and genetic diseases in Atlanta since 1967 through the Metropolitan Atlanta Congenital Defects Program (MACDP). The MACDP is a population-based surveillance system for birth defects in the 5 counties of Metropolitan Atlanta. Its primary purpose is to describe the spatial and temporal patterns of birth defects occurrence and serve as an early warning system for new teratogens. Since 1993, the DBDPG has also been conducting the Birth Defects Risk Factor Surveillance (BDRFS) study, a case-control study of risk factors for selected birth defects.

Infants with birth defects are identified through MACDP and maternal interviews. Clinical/laboratory tests are conducted on approximately 300 cases and 100 controls per year. Controls are selected from among normal births in the same population. OMB approval (OMB 0920-0010) for MACDP and BDRFS was renewed in 1996 and will expire 30 September 1999.

This request is for a 3-year renewal with several changes listed below including a change in the study name: