

**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/](http://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 October 15, 2004.

**A. Federal Reserve Bank of St. Louis** (Randall C. Sumner, Vice President) 411 Locust Street, St. Louis, Missouri 63166-2034:

1. *The Peoples Holding Company*, Tupelo, Mississippi; to merge with Heritage Financial Holding Corporation, Decatur, Alabama, and thereby indirectly acquire Heritage Bank, Decatur, Alabama.

**B. Federal Reserve Bank of Kansas City** (Donna J. Ward, Assistant Vice President) 925 Grand Avenue, Kansas City, Missouri 64198-0001:

1. *Wilber Co.*, Wilber, Nebraska; to acquire 100 percent of the voting shares of Hickman Corporation, Hickman, Nebraska, and thereby indirectly acquire First State Bank, Lincoln, Nebraska, and to acquire 100 percent of the voting shares of Yutan Bancorp., Inc., Yutan, Nebraska, and thereby indirectly acquire

Bank of Yutan, Yutan, Nebraska. In addition, Wilber Co., Wilber, Nebraska, has applied to engage in insurance agency activities in a town of less than 5,000 in population through the acquisition of Yutan Insurance Agency, Yutan, Nebraska, pursuant to section 225.28(b)(11)(iii)(A) of Regulation Y.

2. *SSB Management LLC*, Wilber, Nebraska; to acquire additional shares, for a total of 45.2 percent of the voting shares, of Wilber Co., Wilber, Nebraska, and thereby indirectly acquire Hickman Corporation, Hickman, Nebraska, and thereby indirectly acquire First State Bank, Lincoln, Nebraska; Yutan Bancorp., Inc., Yutan, Nebraska, and thereby indirectly acquire Bank of Yutan, Yutan, Nebraska. SSB Management LLC, also has applied to acquire Yutan Insurance Agency, Inc., Yutan, Nebraska, and thereby to indirectly engage in insurance activities in a town of less than 5,000 in population, pursuant to section 225.28(b)(iii)(A) of Regulation Y.

3. *First National Johnson Bancshares, Inc.* Johnson, Nebraska; to acquire additional voting shares, for a total of 12.9 percent of the voting shares of Wilber Co., Wilber, Nebraska, and thereby acquire shares of Hickman Corporation, Hickman, Nebraska, and First State Bank, Lincoln, Nebraska; Yutan Bancorp., Inc., Yutan, Nebraska, and thereby indirectly acquire Bank of Yutan, Yutan, Nebraska. First National Johnson Bancshares, Inc., also has applied to indirectly engage in insurance activities through the acquisition of Yutan Insurance Agency, Inc., Yutan, Nebraska, by Wilber Co., and thereby engage in insurance activities in a town of less than 5,000 in population, pursuant to section 225.28(b)(11)(iii)(A) of Regulation Y.

Board of Governors of the Federal Reserve System, September 16, 2004.

**Robert deV. Frierson,**

*Deputy Secretary of the Board.*

[FR Doc. 04-21295 Filed 9-21-04; 8:45 am]

**BILLING CODE 6210-01-S**

**FEDERAL TRADE COMMISSION**

[File No. 041 0106]

**General Electric Company; 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 October 14, 2004.

**ADDRESSES:** Comments should refer to “General Electric Company, File No. 041 0106,” to facilitate the organization of comments. A comment filed in paper form should include this reference both in the text and on the envelope, and should be mailed or delivered to the following address: Federal Trade Commission/Office of the Secretary, Room H-159, 600 Pennsylvania Avenue, NW., Washington, DC 20580. Comments containing confidential material must be filed in paper form, as explained in the Supplementary Information section. The FTC is requesting that any comment filed in paper form be sent by courier or overnight service, if possible, because U.S. postal mail in the Washington area and at the Commission is subject to delay due to heightened security precautions. Comments filed in electronic form (except comments containing any confidential material) should be sent to the following email box: [consentagreement@ftc.gov](mailto:consentagreement@ftc.gov).

**FOR FURTHER INFORMATION CONTACT:**

Sean Dillon, FTC, Bureau of Competition, 600 Pennsylvania Avenue, NW., Washington, DC 20580, (202) 326-3575.

**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 September 15, 2004), on the World Wide Web, at <http://www.ftc.gov/os/2004/09/index.htm>. A paper copy can be obtained from the FTC Public Reference Room, Room 130-H, 600 Pennsylvania Avenue, NW., Washington, DC 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. Written comments must be submitted on or before October 14, 2004. Comments should refer to "General Electric Company, File No. 041 0106," to facilitate the organization of comments. A comment filed in paper form should include this reference both in the text and on the envelope, and should be mailed or delivered to the following address: Federal Trade Commission/Office of the Secretary, Room H-159, 600 Pennsylvania Avenue, NW., Washington, DC 20580. If the comment contains any material for which confidential treatment is requested, it must be filed in paper (rather than electronic) form, and the first page of the document must be clearly labeled "Confidential."<sup>1</sup> The FTC is requesting that any comment filed in paper form be sent by courier or overnight service, if possible, because U.S. postal mail in the Washington area and at the Commission is subject to delay due to heightened security precautions. Comments filed in electronic form should be sent to the following email box:

[consentagreement@ftc.gov](mailto:consentagreement@ftc.gov).

The FTC Act and other laws the Commission administers permit the collection of public comments to consider and use in this proceeding as appropriate. All timely and responsive public comments, whether filed in paper or electronic form, will be considered by the Commission, and will be available to the public on the FTC Web site, to the extent practicable, at <http://www.ftc.gov>. As a matter of discretion, the FTC makes every effort to remove home contact information for individuals from the public comments it receives before placing those comments on the FTC Web site. More information, including routine uses permitted by the Privacy Act, may be found in the FTC's privacy policy, at <http://www.ftc.gov/ftc/privacy.htm>.

## Analysis of Agreement Containing Consent Orders To Aid Public Comment

### I. Introduction

The Federal Trade Commission has accepted, subject to final approval, an Agreement Containing Consent Orders from General Electric Company, which

is designed to remedy the anticompetitive effects resulting from GE's acquisition of InVision Technologies, Inc. Under the terms of the Consent Agreement, GE will be required to divest InVision's nondestructive testing ("NDT") business, including InVision's YXLON NDT subsidiaries, within six months after the date GE signed the Consent Agreement. The Consent Agreement also includes an Order to Hold Separate and Maintain Assets that requires GE to preserve the YXLON NDT business as a viable, competitive, and ongoing operation until the divestiture is achieved.

The proposed Consent Agreement has been placed on the public record for thirty (30) days to solicit 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 proposed Consent Agreement and the comments received and will decide whether it should withdraw from the proposed Consent Agreement or make it final.

Pursuant to a stock purchase agreement dated March 15, 2004, GE proposes to acquire InVision ("Proposed Acquisition"). The total value of the Proposed Acquisition is approximately \$900 million. The Commission's Complaint alleges that the Proposed Acquisition, if consummated, 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 lessening competition in the U.S. market for the research, development, manufacture, and sale of certain types of x-ray NDT and inspection equipment, specifically: (1) Standard x-ray cabinets, (2) x-ray NDT and inspection systems equipped with automated defect recognition software ("ADR-capable x-ray systems"), and (3) x-ray generators capable of producing energy levels higher than 350 kilovolts ("high-energy x-ray generators").

### II. The Parties

GE is a diversified technology and services company headquartered in Fairfield, Connecticut. GE is made up of a broad range of primary business units, each with its own divisions. GE Infrastructure, the business unit that proposes to acquire InVision, oversees the operations of GE's security and sensing, water technologies, and automation enterprises. Another business unit of GE, GE Inspection Technologies, designs, manufactures, and sells various NDT and inspection equipment, including x-ray, ultrasound

and eddy current equipment under the Seifert, Pantak, Krautkramer and Hocking brand names. GE Inspection Technologies is headquartered in Hürth, Germany. The company's NDT and inspection products serve customers in the aerospace, energy, petrochemical and automotive industries.

Headquartered in Newark, California, InVision is the leading supplier of explosive detection systems ("EDS") to the U.S. government for civil aviation security. InVision's EDS devices are used at airports for screening checked passenger baggage. InVision also offers industrial NDT and inspection equipment through its YXLON subsidiary. YXLON, headquartered in Hamburg, Germany, was acquired by InVision in 2003. YXLON designs, manufactures and sells x-ray NDT and inspection equipment for use in a wide range of industries, including the aerospace, automotive, and security industries.

### III. X-Ray NDT and Inspection Equipment

GE and InVision, through its YXLON subsidiary, are the two largest suppliers of x-ray NDT and inspection equipment in the United States. X-ray NDT and inspection equipment includes, among other products: (1) Standard x-ray cabinets; (2) ADR-capable x-ray systems; and (3) high-energy x-ray generators. X-ray NDT and inspection equipment is used to inspect the structure and tolerance of materials, or identify objects inside materials, without damaging the materials or impairing their future usefulness.

Standard x-ray cabinets are x-ray NDT and inspection systems with generic configurations and uniform prices. Standard x-ray cabinets are multi-purpose inspection systems, as opposed to customized systems that are designed for particular customer needs, or application-specific x-ray systems utilized for specific tasks such as tire or airbag inspection. A single standard x-ray cabinet is capable of inspecting a variety of products as diverse as, for example, metal die-castings, turbine engine parts, steel components, plastics and ceramics.

ADR-capable x-ray systems are inspection systems that utilize automated defect recognition, or ADR, software that completely automates the inspection process. Unlike traditional x-ray NDT and inspection systems that require a manual operator, ADR-capable x-ray systems eliminate the need to make subjective human decisions regarding the objects being inspected. The benefits of ADR-capable x-ray systems for customers are improved

<sup>1</sup> Commission Rule 4.2(d), 16 CFR 4.2(d). The comment must be accompanied by an explicit request for confidential treatment, including the factual and legal basis for the request, and must identify the specific portions of the comment to be withheld from the public record. The request will be granted or denied by the Commission's General Counsel, consistent with applicable law and the public interest. See Commission Rule 4.9(c), 16 CFR 4.9(c).

inspection quality, increased throughput and decreased labor costs.

High-energy x-ray generators are components of x-ray NDT and inspection systems that generate the power needed to produce an x-ray beam and display an x-ray image. There are different categories of x-ray generators that are distinguished by the amount of power they can produce. High-energy x-ray generators produce levels of power sufficient for x-rays to penetrate dense materials, such as steel, that other types of x-ray generators cannot produce.

Manufacturers and end users in a variety of industries use standard x-ray cabinets, ADR-capable x-ray systems, and high-energy x-ray generators for quality control and safety purposes. Purchasers of these products purchase the type of x-ray NDT and inspection equipment that is best-suited for their application and, because of the unique performance characteristics of each type of equipment, there is little opportunity to switch to alternative equipment. In fact, even a price increase of five to ten percent for standard x-ray cabinets, ADR-capable x-ray systems, or high-energy x-ray generators would not likely cause a significant number of customers for these products to switch to any alternative product.

The United States is the appropriate geographic market for standard x-ray cabinets, ADR-capable x-ray systems, and high-energy x-ray generators in which to analyze the competitive effects of the Proposed Acquisition. Because x-ray NDT and inspection equipment frequently needs to be serviced and repaired to ensure proper operation, customers purchase from suppliers with local service and support networks. Furthermore, customers purchase from companies with a proven reputation for accurate and reliable equipment, and are reluctant to switch to a new company that does not have a proven track record for providing such service and support. Foreign suppliers that have not established the necessary service and support networks, brand reputation, and customer acceptance in the United States are not effective competitors for U.S. customers and would not be able to constrain a price increase for standard x-ray cabinets, ADR-capable x-ray systems, or high-energy x-ray generators in the United States.

The U.S. markets for standard x-ray cabinets, ADR-capable x-ray systems, and high-energy x-ray generators are all highly concentrated. GE and InVision are the two largest suppliers in each of these markets. If the Proposed Acquisition is consummated, GE would become the dominant supplier in each of these markets. For many customers,

GE and InVision are the top two choices when considering a supplier of standard x-ray cabinets, ADR-capable x-ray systems, or high-energy x-ray generators. By eliminating competition between these two leading suppliers, the Proposed Acquisition would allow GE to unilaterally exercise market power, thereby increasing the likelihood that purchasers of standard x-ray cabinets, ADR-capable x-ray systems, and high-energy x-ray generators would be forced to pay higher prices and that innovation in these markets would decrease.

Significant impediments to new entry exist in the U.S. markets for x-ray NDT and inspection equipment. First, a new entrant would need to devote significant time and expense researching and developing a product. Second, a new entrant must undertake the lengthy and costly process of establishing a track record of reliability for its product. This track record is critical to customers because x-ray NDT and inspection equipment is relied upon to ensure the quality, performance, and safety of their products. Finally, a new supplier of standard x-ray cabinets, ADR-capable x-ray systems, and high-energy x-ray generators would have to spend a great deal of time and money to develop a broad service and support network upon which customers can rely. For these reasons, new entry into the markets for standard x-ray cabinets, ADR-capable x-ray systems, and high-energy x-ray generators is not likely to occur in a timely manner even if prices increased substantially after the Proposed Acquisition. Additionally, new entry into these markets is unlikely because the costs of entering these markets are too high relative to the limited sales opportunities available to new entrants.

#### *IV. The Consent Agreement*

The Consent Agreement effectively remedies the Proposed Acquisition's anticompetitive effects in the U.S. markets for the research, development, manufacture, and sale of standard x-ray cabinets, ADR-capable x-ray systems, and high-energy x-ray generators by requiring GE to divest InVision's YXLON NDT business. Pursuant to the Consent Agreement, GE is required to divest the YXLON NDT business, including the YXLON NDT subsidiaries, to a buyer, at no minimum price, within six (6) months from the date GE signed the Consent Agreement. The acquirer of the YXLON NDT business must receive the prior approval of the Commission. The Commission's goal in evaluating possible purchasers of divested assets is to ensure that the competitive environment that existed prior to the

acquisition is maintained. A proposed acquirer of divested assets must not itself present competitive problems.

Should GE fail to accomplish the divestiture within the time and in the manner required by the Consent Agreement, the Commission may appoint a trustee to divest these assets. If approved, the trustee would have the exclusive power and authority to accomplish the divestiture within six (6) months of being appointed, subject to any necessary extensions by the Commission. The Consent Agreement requires GE to provide the trustee with access to information related to the YXLON NDT business as necessary to fulfill his or her obligations.

The Order to Hold Separate and Maintain Assets that is included in the Consent Agreement requires that GE hold separate and maintain the viability of the YXLON NDT business as a competitive operation until the business is transferred to the Commission-approved acquirer. Furthermore, it contains measures designed to ensure that no material confidential information is exchanged between GE and the YXLON NDT business (except as otherwise provided in the Consent Agreement) and provisions designed to prevent interim harm to competition in each x-ray NDT and inspection equipment market pending divestiture. The Order to Hold Separate and Maintain Assets provides that the Commission may appoint a Hold Separate Trustee who is charged with the duty of monitoring GE's compliance with the Consent Agreement. Pursuant to that Order, the Commission has appointed Hartmut G. Grossmann of H. Grossmann Consulting LLC as Hold Separate Trustee to oversee the YXLON NDT business prior to its divestiture and to ensure that GE complies with its obligations under the Consent Agreement. Mr. Grossmann, who holds law degrees from both the United States and Germany, has more than 25 years of experience advising and managing companies both inside and outside of Germany. He has held several key management positions, including chief counsel, managing director, and chief operating officer, and during his professional career has developed experience related to corporate governance, litigation, business integration and restructuring, and regulatory compliance matters.

In order to ensure that the Commission remains informed about the status of the YXLON NDT business pending divestiture, and about the efforts being made to accomplish the divestiture, the Consent Agreement requires GE to file periodic reports with

the Commission until the divestiture is accomplished.

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

By direction of the Commission, Commissioner Harbour recused, and Commissioner Leibowitz not participating.

**Donald S. Clark,**

*Secretary.*

[FR Doc. 04-21262 Filed 9-21-04; 8:45 am]

**BILLING CODE 6750-01-P**

## GENERAL SERVICES ADMINISTRATION

[OMB Control No. 3090-0200]

### General Services Administration Acquisition Regulation; Information Collection; Sealed Bidding

**AGENCY:** Office of the Chief Acquisition Officer, GSA.

**ACTION:** Notice of request for comments regarding a renewal to an existing OMB clearance.

**SUMMARY:** Under the provisions of the Paperwork Reduction Act of 1995 (44 U.S.C. Chapter 35), the General Services Administration will be submitting to the Office of Management and Budget (OMB) a request to review and approve a renewal of a currently approved information collection requirement regarding sealed bidding.

Public comments are particularly invited on: Whether this collection of information is necessary and whether it will have practical utility; whether our estimate of the public burden of this collection of information is accurate, and based on valid assumptions and methodology; ways to enhance the quality, utility, and clarity of the information to be collected.

**DATES:** Submit comments on or before: November 22, 2004.

**FOR FURTHER INFORMATION CONTACT:** Ms. Linda Nelson, Procurement Analyst, Contract Policy Division, at telephone (202) 501-1900 or via e-mail to [linda.nelson@gsa.gov](mailto:linda.nelson@gsa.gov).

**ADDRESSES:** Submit comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to the Regulatory Secretariat (V), General Services Administration, Room 4035, 1800 F Street, NW., Washington, DC 20405. Please cite OMB Control No. 3090-0200, Sealed Bidding, in all correspondence.

## SUPPLEMENTARY INFORMATION:

### A. Purpose

The General Services Administration is requesting that the Office of Management and Budget (OMB) review and approve information collection, 3090-0200, Sealed Bidding. The information requested regarding an offeror's monthly production capability is needed to make progressive awards to ensure coverage of stock items.

### B. Annual Reporting Burden

*Respondents:* 10

*Responses Per Respondent:* 1

*Hours Per Response:* .5

*Total Burden Hours:* 5

*Obtaining Copies of Proposals:*

Requesters may obtain a copy of the information collection documents from the General Services Administration, Regulatory Secretariat (V), 1800 F Street, NW., Room 4035, Washington, DC 20405, telephone (202) 208-7312. Please cite OMB Control No. 3090-0200, Sealed Bidding, in all correspondence.

Dated: September 9, 2004

**Ralph DeStefano,**

*Acting Director, Contract Policy Division.*

[FR Doc. 04-21228 Filed 9-21-04; 8:45 am]

**BILLING CODE 6820-61-S**

## GENERAL SERVICES ADMINISTRATION

[OMB Control No. 3090-0007]

### General Services Administration Acquisition Regulation; Information Collection; GSA Form 527, Contractor's Qualifications and Financial Information

**AGENCY:** Office of the Chief Finance Officer, GSA.

**ACTION:** Notice of request for comments regarding a renewal to an existing OMB clearance.

**SUMMARY:** Under the provisions of the Paperwork Reduction Act of 1995 (44 U.S.C. Chapter 35), the General Services Administration will be submitting to the Office of Management and Budget (OMB) a request to review and approve a renewal of a currently approved information collection requirement regarding GSA Form 527, Contractor's Qualifications and Financial Information.

Public comments are particularly invited on: Whether this collection of information is necessary and whether it will have practical utility; whether our estimate of the public burden of this collection of information is accurate, and based on valid assumptions and

methodology; ways to enhance the quality, utility, and clarity of the information to be collected.

**DATES:** Submit comments on or before: November 22, 2004.

### FOR FURTHER INFORMATION CONTACT:

Michael J. Kosar, Accountant, Office of the Chief Financial Officer, Office of Finance, at (202) 501-2029 or via email at [mike.kosar@gsa.gov](mailto:mike.kosar@gsa.gov).

**ADDRESSES:** Submit comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to the Regulatory Secretariat (V), General Services Administration, Room 4035, 1800 F Street, NW., Washington, DC 20405. Please cite OMB Control No. 3090-0007, GSA Form 527, Contractor's Qualifications and Financial Information, in all correspondence.

## SUPPLEMENTARY INFORMATION:

### A. Purpose

The General Services Administration will be requesting the Office of Management and Budget to extend information collection 3090-0007, concerning GSA Form 527, Contractor's Qualifications and Financial Information. This form is used to determine the financial capability of prospective contractors as to whether they meet the financial responsibility standards in accordance with the Federal Acquisition Regulation (FAR) and the General Services Administration Acquisition Manual (GSAM).

### B. Annual Reporting Burden

*Respondents:* 2,940

*Responses Per Respondent:* 1.2

*Total Responses:* 3,528

*Hours Per Response:* 2.5

*Total Burden Hours:* 8,820

*Obtaining Copies of Proposals:*

Requesters may obtain a copy of the information collection documents from the General Services Administration, Regulatory Secretariat (V), 1800 F Street, NW., Room 4035, Washington, DC 20405, telephone (202) 208-7312. Please cite OMB Control No. 3090-0007, GSA Form 527, Contractor's Qualifications and Financial Information, in all correspondence.

Dated: September 15, 2004

**Michael W. Carleton,**

*Chief Information Officer.*

[FR Doc. 04-21229 Filed 9-21-04; 8:45 am]

**BILLING CODE 6820-34-S**