

annual disclosure burden for new business opportunity sellers will be approximately 7,500 hours. Staff further estimates that the remaining 2,250 established business opportunity sellers will require no more than approximately 3 hours each to update their disclosure document. Accordingly, staff estimates that the cumulative annual disclosure burden for established business opportunity sellers will be approximately 6,750 hours.

Business opportunity sellers may need to maintain additional documentation for the sale of business opportunities in states not currently requiring these records as part of their regulation of business opportunity sellers. This could take up to an additional hour of recordkeeping per year. Accordingly, staff estimates that business opportunity sellers will cumulatively incur approximately 2,500 hours of recordkeeping burden each year (2,500 business opportunity sellers x 1 hour).

Thus, the total burden for business opportunity sellers is approximately 16,750 hours (7,500 hours of disclosure burden for new business opportunity sellers + 6,750 hours of disclosure burden for established business opportunity sellers + 2,500 of recordkeeping burden for all business opportunity sellers).

Estimated annual labor cost: \$3,595,000

Labor costs are determined by applying applicable wage rates to associated burden hours. Staff presumes an attorney will prepare or update the disclosure document at an estimated \$250 per hour. As applied, this would yield approximately \$3,562,500 in labor costs attributable to compliance with the Rule's disclosure requirements ((250 new business opportunity sellers x \$250 per hour x 30 hours per seller) + (2,250 established business opportunity sellers x \$250 per hour x 3 hours per seller)).

Staff anticipates that recordkeeping would be performed by clerical staff at approximately \$13 per hour. At 2,500 hours per year for all affected business opportunity sellers (see above), this would amount to a total cost of \$32,500. Thus, the combined labor costs for recordkeeping and disclosure for business opportunity sellers is approximately \$3,595,000.

Estimated non-labor cost: \$3,887,500

Business opportunity sellers must also incur costs to print and distribute the disclosure document. These costs vary based upon the length of the disclosures and the number of copies produced to meet the expected demand. Staff estimates that 2,500 business

opportunity sellers print and mail 100 documents per year at a cost of \$15 per document, for a total cost of \$3,750,000 (2,500 business opportunity sellers x 100 documents per year x \$15 per document).

Business opportunity sellers must also complete and disseminate an FTC-required cover sheet that identifies the business opportunity seller, the date the document is issued, a table of contents, and a notice that tracks the language specifically provided in the Rule. Although some of the language in the cover sheet is supplied by the government for the purpose of disclosure to the public, and is thus excluded from the definition of "collection of information" under the PRA, *see* 5 CFR 1320.3(c)(2), there are residual costs to print and mail these cover sheets, including within them the presentation of related information beyond the supplied text. Staff estimates that 2,500 business opportunity sellers complete and disseminate 100 cover sheets per year at a cost of approximately \$0.55 per cover sheet, or a total cost of approximately \$137,500 (2,500 business opportunity sellers x 100 cover sheets per year x \$0.55 per cover sheet).

Accordingly, the cumulative non-labor cost incurred by business opportunity sellers each year attributable to compliance will be approximately \$3,887,500 (\$3,750,000 for printing and mailing documents + \$137,500 for completing and mailing cover sheets).

William Blumenthal,

General Counsel.

[FR Doc. E8-15143 Filed 7-3-08; 8:45 am]

BILLING CODE 6750-01-S

FEDERAL TRADE COMMISSION

[File No. 071 0203]

Carlyle Partners IV, L.P.; Analysis of Agreement Containing Consent Order 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 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 29, 2008.

ADDRESSES: Interested parties are invited to submit written comments. Comments should refer to "Carlyle Partners, File No. 071 0203," 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 135-H, 600 Pennsylvania Avenue, NW., Washington, DC 20580. Comments containing confidential material must be filed in paper form, must be clearly labeled "Confidential," and must comply with Commission Rule 4.9(c). 16 CFR 4.9(c) (2005).¹ 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 that do not contain any nonpublic information may instead be filed in electronic form by following the instructions on the web-based form at (<http://secure.commentworks.com/ftc-CarlylePartners>). To ensure that the Commission considers an electronic comment, you must file it on that web-based form.

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 website, to the extent practicable, at 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 website. 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>).

FOR FURTHER INFORMATION CONTACT: Catherine M. Moscatelli, FTC Bureau of Competition, 600 Pennsylvania Avenue,

¹ 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).

NW., Washington, DC 20580, (202) 326-2749.

SUPPLEMENTARY INFORMATION: Pursuant to section 6(f) of the Federal Trade Commission Act, 38 Stat. 721, 15 U.S.C. 46(f), and § 2.34 of the Commission 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 June 30, 2008), on the World Wide Web, at (<http://www.ftc.gov/os/2008/06/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. All comments should be filed as prescribed in the **ADDRESSES** section above, and must be received on or before the date specified in the **DATES** section.

Analysis of Agreement Containing Consent Order to Aid Public Comment

I. Introduction

The Federal Trade Commission ("Commission") has accepted, subject to final approval, an Agreement Containing Consent Order from Carlyle Partners IV, L.P. ("Respondent"). The Consent Agreement is intended to resolve anticompetitive effects stemming from Carlyle's proposed acquisition of the world-wide sodium silicate and silicas business from INEOS Group Limited ("INEOS"). Carlyle participates in the sodium silicate market world-wide through PQ Corporation, which it owns. PQ is the largest producer of sodium silicate in the United States. The Consent Agreement includes a proposed Decision and Order which requires Respondent to divest PQ's sodium silicate plant and business located in Utica, Illinois. The proposed Decision and Order also requires the licensing of all intellectual property related to the production of sodium silicate at the Utica plant.

The Decision and Order calls for divestiture of PQ's Utica, Illinois plant to Oak Hill Acquisition Company, LLC ("Oak Hill"), or another Commission-

approved buyer in the event that Oak Hill is determined not to be acceptable. The Consent Agreement, if finally accepted by the Commission, would settle charges that the proposed acquisition may substantially lessen competition in the market for sodium silicate in the Midwest United States. The Commission has reason to believe that Respondent's proposed acquisition 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.

II. The Proposed Complaint

According to the Commission's proposed complaint, the relevant product market in which to analyze the effects of INEOS' sale of assets to Carlyle is the market for the sale and manufacture of sodium silicate. Sodium silicate has a variety of direct uses and is also consumed in the production of downstream silicate derivatives, also referred to as silicas. According to the Commission's complaint, sodium silicate does not, in its various end-uses, have close substitutes that constrain its pricing. The relevant geographic market is the Midwest United States. Sodium silicate, which is generally sold in an aqueous solution form that is 65% water, exhibits strong regional markets because of high transportation costs relative to the value of the product.

The proposed complaint alleges that the market for sodium silicate is highly concentrated and that the acquisition reduces the number of competitors in the Midwest United States market from four to three. According to the proposed complaint, the acquisition combines PQ, the largest competitor, with INEOS, the third largest competitor, which hold 50% and 12% market shares as measured by plant capacity, respectively. The HHI in this market would increase by 1181, to 4674.

The proposed complaint alleges that the proposed acquisition would reduce competition by eliminating direct competition between these two companies. The proposed complaint further states that the market for sodium silicate is conducive to coordination due to several structural features, including the facts that sodium silicate is a homogenous product and pricing information is readily available. Furthermore, evidence suggests that competitors behave as if the market were essentially a duopoly in which the top two producers, PQ and Occidental, operate with a high level of mutual interdependence. Based on the level of concentration and the competitive conditions, the Commission's complaint

alleges that the acquisition would make coordinated interaction more likely, leading to higher prices for sodium silicate. The proposed complaint further alleges that entry into the relevant market would not be timely, likely, or sufficient to deter or offset the proposed acquisition's adverse competitive effects.

III. Terms of the Proposed Order

Under the proposed Decision and Order, Carlyle will divest its Utica, Illinois sodium silicate business to Oak Hill within five (5) days of the INEOS acquisition. Oak Hill is a new entity that has been created for the purpose of acquiring the Utica plant. The principal owner of Oak Hill has been involved in entrepreneurial investments in a number of industries over the past twenty five years, including in the chemicals, software, telecommunications, construction, real estate, and energy industries.

The consent order has several major operative provisions. Section II.A. of the Order requires PQ to divest the Utica plant to an up-front purchaser, Oak Hill Acquisition Company, LLC, in accordance with the provisions of the Asset Purchase Agreement, within five days of consummating the acquisition of INEOS. Section II.A. also gives the Commission the authority to require PQ to divest the Utica plant to another purchaser, should the Commission deem Oak Hill not to be acceptable; and to direct PQ to accept any remedial provisions it may add to the Order after initial acceptance. Section II.D. requires Respondents to make available to Oak Hill or other purchaser, at no greater than direct cost, such personnel, assistance and training as is necessary to enable the purchaser to operate the Utica plant in substantially the same manner as PQ operated plant, for a period of two years after divestiture. Section II.E. requires Respondents to enter into an employee services agreement covering certain union employees at the Utica plant to facilitate their continued employment at that the plant under the new ownership. Section III.A. allows the Commission to appoint an Interim Monitor to assure that Respondents expeditiously comply with all of their obligations and perform all of their responsibilities. Section IV.A. allows the Commission to appoint a Divestiture Trustee should PQ fail to fully comply with the obligations to assign, grant, license, divest, transfer, deliver or otherwise convey assets required by the Order. Section V.B. requires Respondents to submit to the Commission a verified written report setting forth in detail the manner and

form in which they intend to comply, are complying, and have complied with the Order, on a regular basis until Respondents have fully achieved the divestiture. Section VII requires Respondents to notify the Commission of any change in their corporate structure that may affect compliance obligations arising out of the Order. Pursuant to Section IX, the Order has a ten year term.

IV. Opportunity for Public Comment

The proposed Decision and Order has been placed on the public record for thirty (30) days to receive comments by interested persons. Comments received during this period will become part of the public record. After thirty (30) days, the Commission will review the Consent Agreement and comments received and decide whether to withdraw its agreement or make final the Consent Agreement's proposed Order.

The purpose of this analysis is to facilitate public comment on the proposed Decision and Order. This analysis is not intended to constitute an official interpretation of the Consent Agreement and the proposed Decision and Order.

By direction of the Commission.

Richard C. Donohue,

Acting Secretary.

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BILLING CODE 6750-01-S

Improvements Act of 1976, requires persons contemplating certain mergers or acquisitions to give the Federal Trade Commission and the Assistant Attorney General advance notice and to wait designated periods before consummation of such plans. Section 7A(b)(2) of the Act permits the agencies, in individual cases, to terminate this waiting period prior to its expiration and requires that notice of this action be published in the **Federal Register**.

The following transactions were granted early termination of the waiting period provided by law and the premerger notification rules. The grants were made by the Federal Trade Commission and the Assistant Attorney General for the Antitrust Division of the Department of Justice. Neither agency intends to take any action with respect to these proposed acquisitions during the applicable waiting period.

FEDERAL TRADE COMMISSION

Granting of Request for Early Termination of the Waiting Period Under the Premerger Notification Rules

Section 7A of the Clayton Act, 15 U.S.C. 18a, as added by Title II of the Hart-Scott Rodino Antitrust

Trans. No.	Acquiring	Acquired	Entities
Transactions Granted Early Termination—04/22/2008			
20080908	Nufarm Limited	Stephens Gro-Pro LLC	Gro-Pro, LLC.
20080988	William Davidson	Robert Family Holdings, Inc	Siegel-Robert, Inc.
20081004	Carlisle Companies Incorporated	Carol-Ann O'Mack	Carlyle Holdings, Inc.
20081010	Platinum Equity Capital Partners II, L.P	Industrial Distribution Group, Inc	Industrial Distribution Group, Inc.
20081012	The Procter & Gamble Company	Frederic, LLC	Frederic, LLC.
20081016	Tata Motors Limited	Ford Motor Company	Jaguar and Land Rover
20081018	Ospraie Special Opportunities (Off-shore) Ltd.	ConAgra Foods, Inc	Freebird II, LLC; Freebird I, LLC.
20081031	The Walt Disney Company	The Children's Place Retail Stores, Inc	Hoop Retail Stores, LLC; Traxi LLC.
20081032	Luxco	Citigroup Inc	GST AutoLeather, Inc.
20081035	SUEZ	Carl S. Cummings, Sr	USG GA, LLC.
20081047	EMC Corporation	lomega Corporation	lomega Corporation.
Transactions Granted Early Termination—04/23/2008			
20081023	Honeywell International Inc	Odyssey Investment Partners Fund III, LP.	Safety Products Holdings, Inc.
Transactions Granted Early Termination—04/25/2008			
20081017	Participacoes Morro Vermelho S.A	Texas Industries Inc	Texas Industries Inc.
20081034	Lindsay Goldberg & Bessemer II L.P	Remedial Construction Services, L.P	Remedial Construction Services, L.P.
Transactions Granted Early Termination—04/28/2008			
20081000	Honeywell International Inc	Peny J. Schmidt	Energy Services Group, LLC.
20081041	New York University	Polytechnic University	Polytechnic University.
20081045	Catholic Health East	Cathedral Healthcare System, Inc	Cathedral Health Services, Inc.; Columbus Hospital.
20081046	JP Morgan Chase & Co	Clipper Windpower Plc	Clipper Windpower Plc.
20081054	Richard L. Duchossois	Friedman Fleischer & Lowe Capital Partners, L.P.	Milestone Technologies AV, Inc.
20081058	Lindsay Goldberg & Bessemer II, L.P ...	Dr. James R. Leininger	Ambulatory Services of America, Inc.
20081061	Takeda Pharmaceutical Company Limited.	Millennium Pharmaceuticals, Inc	Millennium Pharmaceuticals, Inc.
20081065	TZ Holdings, L.P	The TriZetto Group, Inc	The TriZetto Group, Inc.
20081069	Dayton-Cox Trust A	Adify Corporation	Adify Corporation.
20081070	J.P. Morgan Chase & Co	Markit Group Holdings Limited	Markit Group Holdings Limited.
20081073	Bahram Akradi	Life Time Fitness, Inc	Life Time Fitness, Inc.
Transactions Granted Early Termination—04/29/2008			
20081068	Kinetic Concepts, Inc	LifeCell Corporation	LifeCell Corporation.