

**FOR FURTHER INFORMATION CONTACT:** Rebecca Foster, U.S. Environmental Protection Agency, P.O. Box 1198, Ada, OK 74821; telephone: (580) 436-8750; facsimile: (580) 436-8529; or email: [foster.rebecca@epa.gov](mailto:foster.rebecca@epa.gov). To send Peer Review nomination, see **ADDRESSES** section above.

Dated: January 5, 2012.

**Cynthia Sonich-Mullin,**

*Director, National Risk Management Research Laboratory.*

[FR Doc. 2012-716 Filed 1-13-12; 8:45 am]

**BILLING CODE 6560-50-P**

## FEDERAL ELECTION COMMISSION

### Sunshine Act Meeting

**AGENCY:** Federal Election Commission.

**DATE AND TIME:** Thursday, January 19, 2012 at 10 a.m.

**PLACE:** 999 E Street NW., Washington, DC (Ninth Floor).

**STATUS:** This meeting will be open to the public.

### Items To Be Discussed

Correction and Approval of the Minutes for the Meeting of January 12, 2012.

Draft Advisory Opinion 2011-25: Atlas Air Worldwide Holdings, Inc.

Draft Advisory Opinion 2011-26: Martin Freeman.

Draft Advisory Opinion 2011-27: New Mexico Voices for Children.

Draft Advisory Opinion 2011-28: Western Representation PAC.

Management and Administrative Matters.

Individuals who plan to attend and require special assistance, such as sign language interpretation or other reasonable accommodations, should contact Shawn Woodhead Werth, Secretary, at (202) 694-1040, at least 72 hours prior to the meeting date.

**PERSON TO CONTACT FOR INFORMATION:** Judith Ingram, Press Officer, Telephone: (202) 694-1220.

**Shawn Woodhead Werth,**

*Secretary of the Commission.*

[FR Doc. 2012-881 Filed 1-12-12; 4:15 pm]

**BILLING CODE 6715-01-P**

## FEDERAL RESERVE SYSTEM

### Change in Bank Control Notices; Acquisitions of Shares of a Bank or Bank Holding Company

The notificants listed below have applied under the Change in Bank Control Act (12 U.S.C. 1817(j)) and § 225.41 of the Board's Regulation Y (12

CFR 225.41) to acquire shares of a bank or bank holding company. The factors that are considered in acting on the notices are set forth in paragraph 7 of the Act (12 U.S.C. 1817(j)(7)).

The notices are available for immediate inspection at the Federal Reserve Bank indicated. The notices also will be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing to the Reserve Bank indicated for that notice or to the offices of the Board of Governors. Comments must be received not later than January 31, 2012.

A. Federal Reserve Bank of Cleveland (Nadine Wallman, Vice President) 1455 East Sixth Street, Cleveland, Ohio 44101-2566:

1. *The FFD Financial Corporation Employee Stock Ownership Plan, ("ESOP"), and Enos L. Loader, both of Dover, Ohio, Richard A. Brinkman, Strasburg, Ohio, and Leonard L. Gundy, New Philadelphia, Ohio, as individuals and in their capacities as Trustees of the ESOP, Janet K. Loader, Dover, Ohio, and Rebecca J. Brinkman, Strasburg, Ohio, as individuals; to acquire voting shares of FFD Financial Corporation, and thereby indirectly acquire voting shares of First Federal Community Bank, NA, both in Dover, Ohio.*

B. Federal Reserve Bank of Chicago (Colette A. Fried, Assistant Vice President) 230 South LaSalle Street, Chicago, Illinois 60690-1414:

1. *Edward A. Cox, Jr., individually, and together with John M. Cox, both of Naples, Florida, as a group acting in concert; to acquire voting shares of Rush-Oak Corporation, and thereby indirectly acquire voting shares of Oak Bank, both in Chicago, Illinois.*

Board of Governors of the Federal Reserve System, January 11, 2012.

**Robert deV. Frierson,**

*Deputy Secretary of the Board.*

[FR Doc. 2012-646 Filed 1-13-12; 8:45 am]

**BILLING CODE 6210-01-P**

## FEDERAL RESERVE SYSTEM

### Federal Open Market Committee; Domestic Policy Directive of December 13, 2011

In accordance with Section 271.7(d) of its rules regarding availability of information (12 CFR part 271), there is set forth below the domestic policy directive issued by the Federal Open Market Committee at its meeting held on December 13, 2011.<sup>1</sup>

<sup>1</sup> Copies of the Minutes of the Federal Open Market Committee at its meeting held on December

“The Federal Open Market Committee seeks monetary and financial conditions that will foster price stability and promote sustainable growth in output. To further its long-run objectives, the Committee seeks conditions in reserve markets consistent with federal funds trading in a range from 0 to ¼ percent. The Committee directs the Desk to continue the maturity extension program it began in September to purchase, by the end of June 2012, Treasury securities with remaining maturities of approximately 6 years to 30 years with a total face value of \$400 billion, and to sell Treasury securities with remaining maturities of 3 years or less with a total face value of \$400 billion. The Committee also directs the Desk to maintain its existing policies of rolling over maturing Treasury securities into new issues and of reinvesting principal payments on all agency debt and agency mortgage-backed securities in the System Open Market Account in agency mortgage-backed securities in order to maintain the total face value of domestic securities at approximately \$2.6 trillion. The Committee directs the Desk to engage in dollar roll transactions as necessary to facilitate settlement of the Federal Reserve's agency MBS transactions. The System Open Market Account Manager and the Secretary will keep the Committee informed of ongoing developments regarding the System's balance sheet that could affect the attainment over time of the Committee's objectives of maximum employment and price stability.”

By order of the Federal Open Market Committee, January 11, 2012.

**William B. English,**

*Secretary, Federal Open Market Committee.*

[FR Doc. 2012-742 Filed 1-13-12; 8:45 am]

**BILLING CODE 6210-01-P**

## FEDERAL TRADE COMMISSION

[File No. 121 0022]

### AmeriGas Propane, L.P., AmeriGas Propane, Inc., Energy Transfer Partners, L.P., and Energy Transfer Partners GP, L.P.; Analysis of Proposed Agreement Containing Consent Order To Aid Public Comment

**AGENCY:** Federal Trade Commission.

**ACTION:** Proposed Consent Agreement.

13, 2011, which includes the domestic policy directive issued at the meeting, are available on the Board's Web site, [www.federalreserve.gov](http://www.federalreserve.gov). The minutes are also published in the Federal Reserve Bulletin and in the Board's Annual Report.

**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 February 13, 2012.

**ADDRESSES:** Interested parties may file a comment online or on paper, by following the instructions in the Request for Comment part of the **SUPPLEMENTARY INFORMATION** section below. Write “AmeriGas, File No. 121 0022” on your comment, and file your comment online at <https://ftcpublic.commentworks.com/ftc/amerigasetspconsent>, by following the instructions on the web-based form. If you prefer to file your comment on paper, mail or deliver your comment to the following address: Federal Trade Commission, Office of the Secretary, Room H-113 (Annex D), 600 Pennsylvania Avenue NW., Washington, DC 20580.

**FOR FURTHER INFORMATION CONTACT:** Thomas Dahdouh ((415) 848-5122), FTC, Western Regional Office—San Francisco, 600 Pennsylvania Avenue NW., Washington, DC 20580.

**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 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 January 11, 2012), on the World Wide Web, at <http://www.ftc.gov/os/actions.shtm>. 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.

You can file a comment online or on paper. For the Commission to consider your comment, we must receive it on or before February 6, 2012. Write “AmeriGas, File No. 121 0022” on your comment. Your comment—including

your name and your state—will be placed on the public record of this proceeding, including, to the extent practicable, on the public Commission Web site, at <http://www.ftc.gov/os/publiccomments.shtm>. As a matter of discretion, the Commission tries to remove individuals’ home contact information from comments before placing them on the Commission Web site.

Because your comment will be made public, you are solely responsible for making sure that your comment does not include any sensitive personal information, like anyone’s Social Security number, date of birth, driver’s license number or other state identification number or foreign country equivalent, passport number, financial account number, or credit or debit card number. You are also solely responsible for making sure that your comment does not include any sensitive health information, like medical records or other individually identifiable health information. In addition, do not include any “[t]rade secret or any commercial or financial information which is obtained from any person and which is privileged or confidential,” as provided in Section 6(f) of the FTC Act, 15 U.S.C. 46(f), and FTC Rule 4.10(a)(2), 16 CFR 4.10(a)(2). In particular, do not include competitively sensitive information such as costs, sales statistics, inventories, formulas, patterns, devices, manufacturing processes, or customer names.

If you want the Commission to give your comment confidential treatment, you must file it in paper form, with a request for confidential treatment, and you have to follow the procedure explained in FTC Rule 4.9(c), 16 CFR 4.9(c).<sup>1</sup> Your comment will be kept confidential only if the FTC General Counsel, in his or her sole discretion, grants your request in accordance with the law and the public interest.

Postal mail addressed to the Commission is subject to delay due to heightened security screening. As a result, we encourage you to submit your comments online. To make sure that the Commission considers your online comment, you must file it at <https://ftcpublic.commentworks.com/ftc/amerigasetspconsent> by following the instructions on the web-based form. If this Notice appears at <http://www.regulations.gov/#/home>, you also

<sup>1</sup> In particular, the written request for confidential treatment that accompanies the comment must include the factual and legal basis for the request, and must identify the specific portions of the comment to be withheld from the public record. See FTC Rule 4.9(c), 16 CFR 4.9(c).

may file a comment through that Web site.

If you file your comment on paper, write “AmeriGas, File No. 121 0022” on your comment and on the envelope, and mail or deliver it to the following address: Federal Trade Commission, Office of the Secretary, Room H-113 (Annex D), 600 Pennsylvania Avenue NW., Washington, DC 20580. If possible, submit your paper comment to the Commission by courier or overnight service.

Visit the Commission Web site at <http://www.ftc.gov> to read this Notice and the news release describing it. The FTC Act and other laws that the Commission administers permit the collection of public comments to consider and use in this proceeding as appropriate. The Commission will consider all timely and responsive public comments that it receives on or before February 13, 2012. You can find more information, including routine uses permitted by the Privacy Act, in the Commission’s privacy policy, at <http://www.ftc.gov/ftc/privacy.htm>.

## **Analysis of Agreement Containing Consent Order To Aid Public Comment**

### **I. Overview**

The Federal Trade Commission has accepted an Agreement Containing Consent Order (“Proposed Order”) with AmeriGas Propane, L.P. (“AmeriGas”), AmeriGas Propane, Inc., Energy Transfer Partners, L.P. (“ETP”), and Energy Transfer Partners GP, L.P. (“ETP GP”), which is designed to guard against possible anticompetitive effects that would likely result from the transaction as originally proposed.

On October 15, 2011, AmeriGas entered into an agreement with ETP and ETP GP in which AmeriGas proposed to acquire ETP’s Heritage Propane business through the approximately \$2.9 billion acquisition of four entities owned by ETP, Heritage Operating, L.P., Heritage GP, LLC, Titan Energy Partner, L.P., and Titan Energy GP, L.L.C. ETP’s Heritage Propane business includes Heritage Propane Express, an entity that is engaged in the business of preparing, filling, distributing and selling portable cylinders prefilled with propane commonly used for barbecue grills (referred to herein as “propane exchange cylinders”). The AmeriGas Cylinder Exchange or “ACE” division is also engaged in the business of preparing, filling, distributing and selling exchange cylinders, and is the second largest provider of propane exchange cylinders in the United States. In response to competitive concerns raised by Commission staff regarding

AmeriGas's purchase of the Heritage Propane Express Business, the parties subsequently proposed a modified transaction that excludes those assets. The Order, as accepted by the Commission, settles charges that the acquisition, as originally proposed, may have substantially lessened competition in the market for preparing, filling, distributing and selling propane exchange cylinders in the United States and in certain regional areas within the United States.

## II. The Parties

AmeriGas, a limited partnership, is the largest propane distribution company in the United States. Its ACE division supplies prefilled propane exchange cylinders to retailers who then sell those cylinders to consumers. AmeriGas is the second largest supplier and marketer of propane exchange cylinders.

ETP GP is a publicly traded partnership and the general partner of ETP, which is also a publicly traded partnership. ETP is engaged in the business of supplying propane exchange cylinders through its Heritage Propane Express division. Heritage Propane Express is the third largest supplier and marketer of propane exchange cylinders in the country with operations in 37 states.

## III. The Products and the Structure of the Market

Propane exchange cylinders, often referred to as 20 pound DOT cylinders,<sup>2</sup> are small, portable tanks that can be filled with propane, and that are used primarily for barbecue grills, patio heaters, and mosquito magnets. At one time, the only option for consumers who needed to purchase propane for these uses was to purchase empty cylinders and take them to locations where they could have the cylinders filled. Starting in the 1990's cylinder exchange became popular. This option allows consumers to purchase a prefilled cylinder which can then be exchanged for a clean prefilled cylinder when the fuel in the first cylinder has been used. The consumer exchanging an empty cylinder for a full one typically pays only for the propane. Exchange cylinders are available for purchase and exchange at various locations, including grocery stores, home improvement

stores, hardware stores, big box stores, convenience stores, and gas stations. Although consumers have the option of refilling these cylinders, many prefer the convenience of purchasing prefilled exchange cylinders that have been cleaned and safety tested by the supplier before they are sold. Many retailers also prefer the convenience and possible safety benefits of selling prefilled exchange cylinders rather than arranging to have large propane tanks on their premises and training employees to perform refilling services. For these reasons, the use of propane exchange cylinders has grown, and the refilling of cylinders has declined over the last ten years. As a consequence of these changes in demand, refilling cylinders does not provide a competitive constraint on the price of propane cylinder exchange services.

Companies that distribute and sell propane exchange cylinders typically provide the following services, either directly or indirectly: Cylinder preparation (including cleaning, rust removal, repainting and valve repairs for the cylinders); refilling with a designated amount of propane; marketing and distribution (including delivery and retrieval of cylinders, and placement and maintenance of cages that display and dispense exchange cylinders at retail locations); and sale of exchange cylinders.

## IV. The Complaint

The Complaint alleges that the market for propane exchange cylinder services that can serve large multi-state chain retailers is highly concentrated. Large multi-state retail chains generally require that their propane exchange cylinder suppliers have the scale and geographic scope of coverage to handle significant portions of their business. These retailers also require that their propane exchange cylinder suppliers offer "just in time" deliveries to ensure that cages are continuously stocked with prefilled cylinders, particularly during peak holiday periods and weekends. Currently, there are only three suppliers that can provide propane exchange cylinder services to such retailers: Ferrellgas Partners, L.P.'s "Blue Rhino" division, the largest provider of propane exchange cylinder services on a national and regional basis; AmeriGas's ACE, the second largest provider of propane exchange cylinder services; and ETP's Heritage Propane Express, the third largest provider of these services. The Complaint alleges that AmeriGas's acquisition of the Heritage Propane Exchange assets, as originally proposed, would have reduced the number of companies that can supply these

services to multi-state retail chains from three to two.

The Complaint further alleges that Heritage Propane Express played the role of a disruptive "maverick," offering lower prices and better terms and conditions than the other two large players. In addition, the Complaint alleges that entry into the market for supply of propane exchange cylinder services to large multi-state chain retailers is not likely to be timely or sufficient to defeat a price increase due to the large scale of entry needed to service large national or regional retailers requiring reliable distribution services in many locations.

The Complaint alleges that the effect of the acquisition, as originally proposed, may be to substantially lessen competition by, *inter alia*, increasing the likelihood of collusion or coordinated interaction among the remaining two large competitors by removing Heritage Propane Express, a disruptive force in the marketplace.

## V. The Modified Transaction

AmeriGas, AmeriGas Propane, Inc., ETP and ETP GP have now entered into an amendment to their original agreement. Pursuant to this amendment ("Amendment 2"), AmeriGas will not acquire the Heritage Propane Express assets. Rather, they will continue to be operated by ETP through a new subsidiary, Heritage Propane Express, LLC, until such time as ETP decides to sell those assets. However, because Heritage Propane Express, LLC will no longer have access to certain back office and propane supply services that will be transferred to AmeriGas, AmeriGas is required to make such services available to Heritage Propane Express, LLC at cost for a specified period of time. This provision will allow Heritage Propane Express, LLC to continue to function as a viable entity. Amendment 2 contains a number of other provisions addressing the provision of transition services that are likely to be needed. Because Amendment 2 contains competitively sensitive information, the details of the transition services are not publicly available.

## VI. The Order

The Order remedies the Commission's competitive concerns raised by the original transaction, as proposed.

The Order incorporates Amendment 2, described above, into the Order and requires the Respondents to comply with all the terms of that document, including all terms pertaining to the provision of transition services by AmeriGas to Heritage Propane Express, LLC until such time as Heritage Propane

<sup>2</sup> The metal cylinders can hold approximately 25 pounds of propane, but for safety reasons, can only be filled to 80% capacity, or approximately 20 pounds. In the marketplace at this point in time, most exchange cylinders are only filled with 15 to 17 or so pounds of propane. The reference in this Analysis is intended as a description of the size and type of cylinder, and is not a reference to actual fill levels.

Express, LLC is sold to another entity, or, barring a sale, for a period of one year. The specified transition services include access to propane supply under specified terms.

Section II.C of the Order requires that, for a period of two years, ETP cannot sell the Heritage Propane Express assets without prior written approval of the Commission. This ensures that the Commission will have an opportunity to review a future sale of these assets, particularly if the assets would not be reportable under the Hart-Scott-Rodino Antitrust Improvements Act. Section II.D requires ETP to provide prior notification to the Commission before acquiring any other cylinder exchange businesses for the next 10 years. Section II.E similarly requires AmeriGas to provide prior notification to the Commission before acquiring any other cylinder exchange businesses for the next 10 years. Both II.D and II.E provide that prior notification is not necessary for transactions that fall under a certain threshold in terms of the annual sales of propane exchange cylinders by any company that they propose to acquire.

Section II.F addresses the availability of the transition services outlined in Amendment 2. It requires that AmeriGas make these transition and supply services available to ETP for up to one year, so that Heritage Propane Express, LLC can be operated as a viable entity. If that company is sold within one year, Section II.F requires that AmeriGas provide transition and propane supply services to Heritage Propane Express's buyer for a period of six months, with an option to extend the arrangement for another six months. These provisions are designed to ensure that the Heritage Propane Express assets will continue to be viable as a stand-alone propane exchange cylinder business and that any new purchaser will have the necessary services and supply for a short transition period. Section II.G requires ETP to operate the Heritage Propane Express assets in a manner that maintains their economic viability for a period of two years or until ETP no longer holds an interest in the assets.

The remaining Order provisions are standard reporting requirements to allow the Commission to determine ongoing compliance with the provisions of the Order.

## VII. Opportunity for Public Comment <sup>3</sup>

The Final Order has been placed on the public record for 30 days to receive

<sup>3</sup> The Commission normally will issue an order for public comment but not issue a final order until it considers all comments received during the comment period. Here, however, consistent with

comments from interested parties. Comments received during this period will become part of the public record. After 30 days, the Commission will review the comments received and determine whether to take further action. The purpose of this analysis is to facilitate comment on the Consent Agreement and Order. This analysis does not constitute and official interpretation of the Consent Agreement or Order, nor does it modify its terms in any way. The Consent Agreement does not constitute an admission by AmeriGas, ETP or ETP GP that they have violated the law or that the facts as alleged in the Complaint, other than the jurisdictional facts, are true.

By direction of the Commission.

**Donald S. Clark,**  
*Secretary.*

[FR Doc. 2012-748 Filed 1-13-12; 8:45 am]

**BILLING CODE 6750-01-P**

## GENERAL SERVICES ADMINISTRATION

[Notice-MG-2012-01; Docket No. 2012-0002; Sequence 2]

### Office of Federal High-Performance Green Buildings; the Green Building Advisory Committee; Notification of Upcoming Public Advisory Teleconference Meetings

**AGENCY:** Office of Governmentwide Policy, General Services Administration (GSA).

**ACTION:** Teleconference Meeting Notice.

**SUMMARY:** This notice provides the schedule for three teleconference meetings of the Green Building Advisory Committee (the Committee). The teleconference meetings are open to the public. Notice of this meeting is being provided according to the requirements of the Federal Advisory Committee Act, 5 U.S.C. App. 10(a)(2).

**DATES:** *Effective date:* January 17, 2012.

*Teleconference Meeting Dates:* The teleconferences will be held on Monday, January 30, 2012; Monday, February 27, 2012; and Monday, March 26, 2012.

Commission Rule 2.34(c), 16 CFR 2.34(c), the Commission has issued the Final Order in advance of the comment period. The Commission took this step to avoid any unnecessary and potentially costly delay to the larger underlying transaction involving the sale of ETP's bulk propane business, which is not the subject of the Order, and is a highly seasonal business; that is, the market for bulk propane and related services is greatest during the winter and early spring. After the public comment period, the Commission will have the option to initiate a proceeding to reopen and modify the Decision and Order or commence a new administrative proceeding if the public comments lead it to believe that such action is appropriate.

Each teleconference will start at 3 p.m. Eastern time and end no later than 5 p.m.

**FOR FURTHER INFORMATION CONTACT:** Ken Sandler, Designated Federal Officer, Office of Federal High Performance Green Buildings, Office of Governmentwide Policy, General Services Administration, 1275 First Street NE., Room 633D, Washington, DC 20417, telephone (202) 219-1121 (note: this is not a toll-free number). Email: [ken.sandler@gsa.gov](mailto:ken.sandler@gsa.gov).

Contact Tyler Telesford at (202) 501-9153 or Sheila Turner at (202) 501-8880 to receive the teleconference call-in number to listen to the teleconference, as well as to obtain advance meeting materials. The public is invited to submit written comments relevant to the topics covered in these teleconferences by written statement to Ken Sandler at the GSA address above or at [ken.sandler@gsa.gov](mailto:ken.sandler@gsa.gov) until April 9, 2012.

## SUPPLEMENTARY INFORMATION:

### Background

The Green Building Advisory Committee provides advice to GSA as specified in Public Law 110-140, under the Federal Advisory Committee Act. Under this authority, the Committee will advise GSA on the rapid transformation of the Federal building portfolio to sustainable technologies and practices. The Committee focuses primarily on reviewing strategic plans, products and activities of the Office of Federal High-Performance Green Buildings and providing advice regarding how the Office can most effectively accomplish its mission.

### Agenda

*Monday, January 30, 2012*

- Overall GSA Office of Federal High-Performance Green Buildings (OFHPGB) strategy and project plan.
- National Research Council Levers for Change report.

Following are the proposed topics for the February and March teleconference meetings. More detailed agendas will be available closer to the meetings. Please contact the Designated Federal Officer, Ken Sandler at the email address or telephone number above.

*Monday, February 27, 2012*

- “Blue sky” discussion: best opportunities for transformative change to Federal sustainable buildings.

*Monday, March 26, 2012*

- Communications/Research into Practice Knowledge Hub.
- High-Performance Building Demonstration Projects.