sign language interpreters, must inform the Commission in advance of those needs. Subject to 29 CFR 2706.150(a)(3) and 2706.160(d).

CONTACT PERSON FOR MORE INFO: Jean Ellen (202) 434–9950/(202) 708–9300 for TDD Relay/1–800–877–8339 for toll free.

Emogene Johnson,

Administrative Assistant.

[FR Doc. 2012–31684 Filed 12–31–12; 11:15 am]

BILLING CODE 6735–01–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 18, 2013.

A. Federal Reserve Bank of Kansas City (Dennis Denney, Assistant Vice President) 1 Memorial Drive, Kansas City, Missouri 64198–0001:

1. *Davis Family Trust; Steven C. Davis, P.C.; the Steven C. Davis Succession Trust; the Ricky J. Davis Succession Trust; and the Kenneth R. Davis Succession Trust, all of Oklahoma City, Oklahoma; and Scott R. Duncan, Oklahoma City, Oklahoma, as trustee of the Steven C. Davis Succession Trust, the Ricky J. Davis Succession Trust, and the Kenneth R. Davis Succession Trust,* to become a part of the group acting in concert to acquire control of First Commercial Bancshares, Inc., and thereby acquire control of First Commercial Bank, both of Edmond, Oklahoma.

Board of Governors of the Federal Reserve System, December 28, 2012.

Robert deV. Frierson,

Secretary of the Board.

[FR Doc. 2012–31575 Filed 1–2–13; 8:45 am]

BILLING CODE 6210–01–P

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 applications will also 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.

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 January 29, 2013.

A. Federal Reserve Bank of St. Louis (Glenda Wilson, Community Affairs Officer) P.O. Box 442, St. Louis, Missouri 63166–2034:

1. *M&P Community Bancshares, Inc., 401(k) Employee Stock Ownership Plan,* to acquire additional shares of M&P Community Bancshares, Inc., for a total of ownership of up to 37 percent and thereby indirectly control Merchants and Planters Bank, all of Newport, Arkansas.

Board of Governors of the Federal Reserve System, December 28, 2012.

Robert deV. Frierson,

Secretary of the Board.

[FR Doc. 2012–31576 Filed 1–2–13; 8:45 am]

BILLING CODE 6210–01–P

FEDERAL TRADE COMMISSION

[File No. 101 0023]

IDEXX Laboratories, Inc.; Analysis of Proposed 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 January 24, 2013.

ADDRESSES: Interested parties may file a comment at *https://ftcpublic.commentworks.com/ftc/idexxlabconsent* online or on paper, by following the instructions in the Request for Comment part of the **SUPPLEMENTARY INFORMATION** section below. Write ''IDEXX, File No. 101 0023'' on your comment and file your comment online at *https://ftcpublic.commentworks.com/ftc/idexxlabconsent* 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: Lisa Kopchik (202–326–3139), FTC, Bureau of Competition, 600 Pennsylvania Avenue NW., Washington, DC 20580.

SUPPLEMENTARY INFORMATION: Pursuant to Section 6(f) of the Federal Trade Commission Act, 15 U.S.C. 46(f), and FTC Rule 2.34, 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 December 21, 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 January 24, 2013. Write ''IDEXX, File No. 101 0023'' 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 privileged or confidential,'' as discussed 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).[1] 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/idexxlabconsent* by following the instructions on the web-based form. If this Notice appears at *http://www.regulations.gov/#!home,* you also may file a comment through that Web site.

If you file your comment on paper, write ''IDEXX, File No. 101 0023'' 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 January 24, 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

The Federal Trade Commission has accepted for public comment an Agreement Containing Consent Order to Cease and Desist (''Agreement'') with IDEXX Laboratories, Inc. (''IDEXX''). The Agreement seeks to resolve charges that IDEXX engaged in exclusionary conduct to maintain its monopoly power in the companion animal diagnostic testing equipment and supplies industry in violation of Section 5 of the Federal Trade Commission Act, 15 U.S.C. 45.

Specifically, the proposed Complaint that accompanies the Agreement (''Complaint'') alleges that IDEXX has used its monopoly power to impose exclusive deals with its distributors. As a result, IDEXX has foreclosed rivals from key distribution channels and limited competition in the relevant market, leading to higher prices, lower output, reduced innovation and diminished consumer choice.

The Commission anticipates that the competitive issues described in the Complaint will be resolved by accepting the proposed Order, subject to final approval, contained in the Agreement. The Agreement has been placed on the public record for 30 days for receipt of comments from interested members of the public. Comments received during this period will become part of the public record. After 30 days, the Commission will again review the Agreement and comments received, and will decide whether it should withdraw from the Agreement or make final the Order contained in the Agreement. IDEXX has already entered into a non-exclusive distribution agreement with MWI Veterinarian Supply Co., Inc. (''MWI''), and that distribution agreement has been incorporated into the terms of the proposed Order.

The purpose of this Analysis to Aid Public Comment is to invite and facilitate public comment concerning the proposed Order. It is not intended to constitute an official interpretation of the Agreement and proposed Order or in any way to modify their terms.

The Agreement is for settlement purposes only and does not constitute an admission by IDEXX that the law has been violated as alleged in the Complaint or that the facts alleged in the Complaint, other than jurisdictional facts, are true.

I. The Complaint

The Complaint makes the following allegations.

A. Industry Background

Point of care (''POC'') diagnostic products include rapid assay tests, equipment and supplies that permit a companion animal veterinarian to test, diagnose and treat certain conditions such as heartworm during a single office visit. POC diagnostic products provide real-time results that cannot be obtained through other testing alternatives, such as services offered by outside reference labs.

Veterinarians are the primary consumers of POC diagnostic products. Veterinarians use POC diagnostic products to assess the general health of animals and to identify pathologies. Veterinarians perform diagnostic testing at veterinary clinics with instruments or test kits manufactured and sold by IDEXX and its competitors. POC testing provides veterinarians and pet owners the medical advantage and convenience of almost-immediate results.

As of 2009, more than 75% of veterinarians used POC diagnostic testing. Each year, veterinarians in the United States purchase approximately $500 million worth of POC diagnostic products.

There are no close substitutes for POC diagnostic products. Although veterinarians can purchase some diagnostic services by sending

[1] 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).

specimens to outside laboratories, POC testing allows veterinarians to provide timely, state-of-the-art care. Veterinarians value faster results, particularly when testing is associated with emergencies, pre-surgery, and for diagnoses of conditions that may require the veterinarians to perform follow-up testing or dispense or prescribe medicine as soon as possible.

Nearly all veterinarians buy their supplies, including POC diagnostic products, from distributors who specialize in supplying companion animal veterinary clinics. Veterinarians overwhelmingly prefer to buy through distributors because of the efficiency and customer service they offer. Other purchasing options are less efficient and more costly.

Most veterinarians buy a majority of their equipment and supplies from a preferred distributor. More than 75% of veterinarians name Butler Schein Animal Health (''Butler''), Webster Veterinary Supply, Inc. (''Webster''), MWI, Midwest Veterinary Supply, Inc. (''Midwest''), or Victor Medical Company (''Victor''), as their preferred distributor. Combined, these top tier distributors sell more than 85%, by revenue, of the products sold to companion animal veterinarians in the United States.

Butler, Webster and MWI are recognized by manufacturers, distributors and veterinarians as the pre-eminent national companion animal veterinary supply distributors in the United States. There are no other distributors that provide equivalent levels of service to manufacturers and regularly visit veterinarians in as wide a geographic area as Butler, Webster or MWI. Midwest and Victor are large, regional distributors, also with strong reputations for high-quality service.

IDEXX and other POC diagnostic product manufacturers use distributors because distributors provide important services to the manufacturer and are the most efficient way for the manufacturer to channel their products to veterinarians. Manufacturers who do not use distributors face more significant obstacles to sales, marketing and delivery than manufacturers who use distributors.

The top tier distributors provide better services to their manufacturer clients than other distributors. Those better services can include, but are not limited to, more sales, better sales and inventory data transfer, more experienced sales representatives, better market forecasting, more timely payments, and more frequent visits to veterinarian clients.

B. The Respondent

IDEXX Laboratories, Inc. is a corporation with its principal place of business located in Westbrook, Maine. IDEXX develops, manufactures and sells diagnostic products to veterinarians through distributors. IDEXX has monopoly power in the POC diagnostic products market.

IDEXX's core business is companion animal diagnostics, including POC instruments and their related consumables, rapid assay test kits (SNAP© tests), digital radiography equipment, practice management software, and diagnostic services through wholly owned and operated reference laboratories. IDEXX's share of the POC diagnostic products market has been at least 70% during each of the past five years (2006–2011). No other firm had more than a 20% share of the relevant market in those same five years.

C. IDEXX's Conduct

IDEXX bars its distributors from carrying any competing POC diagnostic testing products. IDEXX distributors include all three of the major, national distributors of these products and the two large, regional distributors named above. As noted previously, these distributors sell 85% of equipment and supplies that companion animal veterinarians buy through distributors.

D. Competitive Impact of IDEXX's Conduct

Because IDEXX has a broad line of products and a dominant position in the POC market, large distributors need to carry the IDEXX line. While distributors need to carry the IDEXX line, they would prefer to carry competing products as well. However, by insisting that distributors make an ''all-or-nothing'' choice, IDEXX compels distributors to forgo competitors' products. The features of the market that make anticompetitive exclusion possible—IDEXX's status as a ''must carry'' supplier coupled with its insistence on exclusivity—have endured for many years, and thus the relatively short nominal duration of IDEXX's distribution contracts has not mitigated the anticompetitive effects of the exclusive deals.

IDEXX's control of distributors means that it forecloses its competition from effectively and efficiently reaching large segments of the veterinarian market, and forces veterinarians to incur greater costs to obtain non-IDEXX products.

IDEXX has used its monopoly power, the threat of termination, and explicit agreements to prevent those top tier distributors from selling rival POC diagnostic products that the distributors would otherwise choose to sell. As a result, IDEXX has foreclosed its competitors from distributors that sell over 85% of all products purchased through distribution by companion animal veterinary clinics in the United States, and those competitors are impeded from effectively and efficiently marketing their POC diagnostic products to veterinarians.

IDEXX's exclusionary practices have blocked rivals from the most efficient sales channel. IDEXX has used its exclusionary practices to successfully diminish, marginalize or force its competitors from the U.S. market.

IDEXX intentionally engages more distribution than it needs, even though that excess distribution is costly and inefficient for IDEXX. Nevertheless, IDEXX continues to engage the excess distribution because it allows IDEXX to block its rivals from using those distributors and insulates IDEXX from competition from its rivals. Thus, IDEXX maintains its monopoly and harms both distributors who would prefer to offer a greater variety of POC diagnostic products, and veterinarians who could buy cheaper, superior, and more convenient POC diagnostic products. IDEXX's exclusionary acts and practices require competing manufacturers to settle for less efficient means to sell their products to veterinarians.

IDEXX's exclusionary acts and practices erect significant barriers to entry for those manufacturers that have developed, would otherwise have developed, or offered for sale POC diagnostic products that would compete with IDEXX products, thereby resulting in reduced choice for veterinarians.

II. Legal Analysis

The offense of monopolization under § 2 of the Sherman Act has two elements: (1) the possession of monopoly power in the relevant market; and (2) the willful acquisition, enhancement or maintenance of that power through exclusionary conduct.[2] Exclusive dealing by a monopolist is condemned when the challenged conduct significantly impairs the ability of rivals to compete effectively with the respondent and thus limits the ability of those rivals to constrain the exercise of monopoly power.[3]

[2] *Verizon Commc'ns* v. *Law Offices of Curtis* v. *Trinko LLP.,* 540 U.S. 398, 407 (2004); *United States* v. *Grinnell Corp.,* 384 U.S. 563, 570–71 (1966).

[3] *See, e.g., Aspen Skiing Co.* v. *Aspen Highlands Skiing Corp.,* 472 U.S. 585,605 & n.32 (1985) (exclusionary conduct ''tends to impair the opportunities of rivals'' but ''either does not further competition on the merits or does so in an

The Complaint alleges that IDEXX has monopoly power and used it to create competitive harm. IDEXX's policy of requiring exclusivity from its distributors has foreclosed its rivals from over 85 percent of available sales opportunities at this level of the distribution chain. This foreclosure is particularly significant because nearly all POC diagnostics are sold to veterinarians through distributors, and other channels to the veterinarians are inconvenient, impractical and more expensive for both the veterinarians and IDEXX's competitors.

A monopolist may rebut a showing of competitive harm by demonstrating that the challenged conduct is reasonably necessary to achieve a pro-competitive benefit.[4] Any proffered justification, if proven, must be balanced against the harm caused by the challenged conduct.[5] In this case, however, no pro-competitive efficiency justifies IDEXX's exclusionary and anticompetitive conduct. Further, IDEXX cannot show that the exclusive arrangements were reasonably necessary to achieve a procompetitive benefit.

A concern about interbrand free-riding also does not justify the substantial anticompetitive effects found here.[6] Free-riding might occur if, for example, IDEXX provided a great deal of training or services to its distributors, and if the training or services help promote the product category as a whole rather than just IDEXX's product. In such an instance, promotion of the competitors' products would ''free-ride'' on IDEXX's activities. In this case, however, the vast majority of IDEXX's promotional efforts are relevant to IDEXX's products only, thereby reducing the risk of free-riding by IDEXX's competitors. While IDEXX's marketing efforts may generate some consumer interest in the product category as a whole—and not just in IDEXX's own products—this is a part of the natural competitive process. This type of consumer response does not raise a free-riding concern sufficient to justify the substantial anticompetitive effects found here.[7]

III. The Order

Together with the distribution agreement between IDEXX and MWI Veterinary Supply, Inc., signed in September 2012, the proposed Consent Order is designed to make the market for POC diagnostic testing products more competitive. Generally, the Order prohibits IDEXX from maintaining exclusive distribution arrangements with all three national distributors. Specifically, Part II of the Order addresses this core provision. Part III imposes reporting requirements for four years. Parts IV and V impose other reporting and compliance requirements. Unless otherwise indicated, the Order will expire in ten years.

The Order defines the ''national distributors'' as Butler, MWI and Webster, so long as they continue to distribute companion animal POC diagnostic equipment and supplies. Starting in January, 2013, MWI can distribute both IDEXX products and competitive products. Either IDEXX or MWI can terminate the agreement. If the parties agree that MWI will return to an exclusive arrangement with IDEXX, IDEXX must have a non-exclusive agreement with one of the two other national distributors.

All future non-exclusive agreements between IDEXX and a national distributor must meet the requirements of the Order. Paragraph II.B requires that such an agreement begin with a two year term, and provide for additional renewal terms of at least one year; that IDEXX shall not urge, induce, coerce, threaten, pressure, penalize, withhold the sale of product, or otherwise retaliate against the non-exclusive national distributor in order to limit its sales of other manufacturers' products.

Paragraph II.B also requires IDEXX to notify the Federal Trade Commission about the termination of any non-exclusive distribution agreement. Paragraph II.C orders that IDEXX show any future non-exclusive distribution agreement to the Commission at least thirty (30) days before it is signed.

Further, if the non-exclusive national distributor merges with, acquires, or is acquired by a distributor that has an exclusive distribution arrangement with IDEXX, the non-exclusive distribution agreement stays in effect.

By direction of the Commission, Commissioner Ohlhausen abstaining.

Richard C. Donohue,

Acting Secretary.

[FR Doc. 2012–31571 Filed 1–2–13; 8:45 am]

BILLING CODE 6750–01–P

unnecessarily restrictive way'') (citations omitted); *Lorain Journal Co.* v. *United States,* 342 U.S. 143, 151–54 (1951) (condemning newspaper's refusal to deal with customers that also advertised on rival radio station because it harmed the radio station's ability to compete); *United States* v. *Microsoft,* 253 F.3d 34, 68–71 (DC Cir. 2001) (condemning exclusive agreements because they prevented rivals from ''pos[ing] a real threat to Microsoft's monopoly''); *United States* v. *Dentsply,* 399 F.3d 181, 191 (3d Cir. 2005) (''test is not total foreclosure but whether the challenged practices bar a substantial number of rivals or severely restrict the market's ambit''); *LePage's, Inc.* v. *3M,* 324 F.3d 141, 159–60 (3d Cir. 2003) (same).

[4] *E.g., Microsoft,* 253 F.3d at 59.

[5] *Id.*

[6] ''Interbrand free-riding'' occurs when a manufacturer provides services, training, or other incentives in the promotion of its products for which it cannot easily charge its dealer, and that dealer ''free-rides'' on these demand-generating services by substituting a cheaper, more profitable product made by another manufacturer that does not invest in comparable services. *See generally,* Howard P. Marvel, *Exclusive Dealing,* 25 J.L. & ECON. 1, 8 (1982).

[7] *See United States* v. *Dentsply Int'l, Inc.,* 277 F. Supp. 2d 387, 445 (D. Del. 2003), *aff'd in rel. part,* 399 F.3d at 196–97; Marvel, *Exclusive Dealing,* 25 J.L. & ECON. at 8 (explaining that an interbrand free-riding justification ''does not apply if the promotional investment is purely brand specific. In such cases, the dealer will not be in a position to switch customers from brand to brand.'').

GENERAL SERVICES ADMINISTRATION

[OMB Control No. 3090–0086; Docket 2012–0001; Sequence 18]

General Services Administration Acquisition Regulation; Information Collection; Proposal To Lease Space, GSA Forms 1364A, 1364A–1, 1364B, 1364C, 1364D

AGENCY: Office of the Chief Acquisition Officer, General Services Administration (GSA).

ACTION: Notice of request for comments regarding an extension of an information collection requirement for an existing OMB clearance.

SUMMARY: Under the provisions of the Paperwork Reduction Act, the General Services Administration will be submitting to the Office of Management and Budget (OMB) a request to review and approve an extension of a previously approved information collection requirement for Proposal to Lease Space, GSA Form 1364. The General Services Administration (GSA) has various mission responsibilities related to the acquisition and provision of real property management, and disposal of real and personal property. These mission responsibilities generate requirements that are realized through the solicitation and award of leasing contracts. Individual solicitations and resulting contracts may impose unique information collection/reporting requirements on contractors, not required by regulation, but necessary to (1) evaluate whether the physical attributes of offered properties meet the Government's requirements and (2) compare the owner/offeror's price proposal against competing offers.

DATES: Submit comments on or before: March 4, 2013.

ADDRESSES: Submit comments identified by Information Collection 3090–0086, Proposal to Lease Space, GSA Forms 1364A, 1364A–1, 1364B,