Washington, DC offices of the Commission, 800 North Capitol Street, NW., Room 940. Interested parties may submit comments on an agreement to the Secretary, Federal Maritime Commission, Washington, DC 20573, within 10 days of the date this notice appears in the **Federal Register**.

Agreement No.: 011528–020.

Title: Japan-United States Eastbound Freight Conference.

Parties:

American President Lines, Ltd.

Hapag-Lloyd Container Line GmbH

Kawasaki Kisen Kaisha, Ltd.

Mitsui O.S.K. Lines, Ltd.

A. P. Moller-Maersk Sealand

Nippon Yusen Kaisha

Orient Overseas Container Line Limited

P & O Nedlloyd B.V.

P & O Nedlloyd Limited

Wallenius Wilhelmsen Lines A.S.

Synopsis: The proposed agreement modification extends the suspension of the conference for another six-month period, until July 31, 2002.

Agreement No.: 011784.

Title: Indamex/TSA Bridging Agreement.

Parties: The Indamex Agreement, and The Transpacific Stabilization Agreement.

Synopsis: The proposed agreement authorizes the parties and their member lines to exchange information and to discuss and reach non-binding agreement on various matters including rates, charges, rules, and equipment in the trade from India, Pakistan, Bangladesh, and Sri Lanka to the United States East Coast. The agreement does not authorize common tariffs or service contracts, but does authorize the parties to discuss and agree on voluntary guidelines related to service contracts.

Agreement No.: 200233–011.

Title: Packer Avenue Lease and Operating Agreement.

Parties: Philadelphia Regional Port Authority, and Astro Holdings, Inc.

Synopsis: The proposed amendment extends the agreement through June 1, 2002.

Dated: December 21, 2001.

By Order of the Federal Maritime Commission.

Bryant L. VanBrakle,

Secretary.

[FR Doc. 01–31953 Filed 12–27–01; 8:45 am]

BILLING CODE 6730–01–P

FEDERAL RESERVE SYSTEM

Change in Bank Control Notices; Acquisition of Shares of Bank or Bank Holding Companies

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 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 office 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 10, 2002.

A. Federal Reserve Bank of Atlanta (Cynthia C. Goodwin, Vice President) 1000 Peachtree Street, N.E., Atlanta, Georgia 30309–4470:

1. Estate of Oscar W. Roberts, Jr., Carrollton, Georgia; Louise T. Roberts, Carrollton, Georgia; Antoinette Roberts Goodrich; Marion, Virginia; Heather Roberts, Carrollton, Georgia; Oscar W. Roberts, III; Cleveland, Georgia; Helen T. Roberts, Atlanta, Georgia; Alfred F. Goodrich, Carrollton, Georgia; Bonita J. Roberts; Carrollton, Georgia; Oscar W. Roberts, IV, Carrollton, Georgia; Eleanor R. Goodrich, Carrollton, Georgia; Thomas T. Richards, Carrollton, Georgia; J. Patrick Malloy, Carrollton, Georgia; Sally A. Bobick, Carrollton, Georgia; Mary A. Maierhoffer, Carrollton, Georgia; Cornelia S. Richards, Carrollton, Georgia; Margaret R. Bass, Albany, Georgia; Cornelia L. Richards, New York, New York; Margaret R. Bass Trust, Carrollton, Georgia; Cornelia L. Richards Trust, Carrollton, Georgia; Estate of H.W. Richards, Carrollton, Georgia; Joe W. Walker, Carrollton, Georgia; Jan W. Walker, Carrollton, Georgia; Katherine M. Chewning, Carrollton, Georgia; Nicholas C. Walker, Carrollton, Georgia; Katherine R. Walker, Carrollton, Georgia; Wanda W. Calhoun, Carrollton, Georgia; Madeline A. Chewning, Carrollton, Georgia; Whitney L. Walker, Carrollton, Georgia; Greg W. Walker, Carrollton, Georgia; H. Frederick Walker, Carrollton, Georgia ; and Ross A. Chewning, Carrollton, Georgia; all to retain voting shares of WGNB Corp., Carrollton, Georgia, and thereby indirectly retain voting shares of West Georgia National Bank of Carrollton, Carrollton, Georgia.

Board of Governors of the Federal Reserve System, December 20, 2001.

Robert deV. Frierson,

Deputy Secretary of the Board.

[FR Doc. 01–31876 Filed 12–27–01; 8:45 am]

BILLING CODE 6210–01–S

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/.

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 22, 2002.

A. Federal Reserve Bank of Atlanta (Cynthia C. Goodwin, Vice President) 1000 Peachtree Street, N.E., Atlanta, Georgia 30309–4470:

1. South Alabama Bancorporation, Inc., Mobile, Alabama; to merge with Gulf Coast Community Bancshares, Inc., Wewahitchka, Florida, and thereby indirectly acquire Wewahitchka State Bank, Wewahitchka, Florida.

B. Federal Reserve Bank of St. Louis (Randall C. Sumner, Vice President) 411

Locust Street, St. Louis, Missouri 63166–2034:

1. Hardin County Bancorp, Inc., Rosiclare, Illinois; to become a bank holding company by acquiring 100 percent of the voting shares of State Bank of Rosiclare, Rosiclare, Illinois.

Board of Governors of the Federal Reserve System, December 20, 2001.

Robert deV. Frierson,

Deputy Secretary of the Board.

[FR Doc. 01–31875 Filed 12–27–01; 8:45 am]

BILLING CODE 6210–01–S

FEDERAL TRADE COMMISSION

Remedial Use of Disgorgement

AGENCY: Federal Trade Commission (FTC or Commission).

ACTION: Notice; request for comments.

SUMMARY: The Commission is requesting comments on the use of disgorgement as a remedy for violations of the Hart-Scott-Rodino (HSR) Act, FTC Act and Clayton Act.

DATES: Comments must be received by March 1, 2002.

ADDRESSES: Public comments are invited, and may be filed with the Commission in either paper or electronic form. An original and one (1) copy of any comments filed in paper form should be submitted to the Document Processing Section, Office of the Secretary, Room 159–H, Federal Trade Commission, 600 Pennsylvania Avenue, NW., Washington, DC 20580. If a comment contains nonpublic information, it must be filed in paper form, and the first page of the document must be clearly labeled ''confidential.'' Comments that do not contain any nonpublic information may instead be filed in electronic form (in ASCII format, WordPerfect, or Microsoft Word) as part of or as an attachment to email messages directed to the following email box: *disgorgementcomment@ftc.gov.*

FOR FURTHER INFORMATION CONTACT: John Graubert, Office of General Counsel, FTC, 600 Pennsylvania Avenue, NW., Washington, DC 20580, (202) 326–2186, *jgraubert@ftc.gov.*

SUPPLEMENTARY INFORMATION: The Commission has considerable experience with the use of monetary equitable remedies in consumer protection cases. In contract, the Commission has considered disgorgement or other forms of monetary equitable relief in fewer competition matters and obtained disgorgement in two recent matters, *FTC* v. *Mylan Laboratories, et al.* and *FTC* v. *The Hearst Trust et al.* The Commission accordingly solicits comments on the factors the Commission should consider in applying this remedy and how disgorgement should be calculated. The Commission is not re-examining its statutory authority to seek disgorgement or other monetary equitable relief in competition cases.

Comments may address any or all of the following questions. However, other, related comments are also welcome:

1. Are there particular violations of the Clayton Act, the HSR Act, the competition provisions of the FTC Act, or final orders of the Commission in competition cases where disgorgement would be especially appropriate or, in contrast, less useful? Should the resort to disgorgement depend on whether, in conjunction with an HSR Act violation or order violation, the underlying transaction or conduct constitutes an illegal acquisition under section 7 of the Clayton Act, or constitutes monopolization or attempted monopolization under section 5 of the Federal Trade Commission Act?

2. How should the Commission calculate the amount of disgorgement appropriate for particular law violations under each of the statutes? For example, if the Commission sought disgorgement for violations of the HSR Act, how should disgorgement be calculated when the unlawful gain includes (or consists solely of) tax savings, stock market profits, or other gain not directly related to antitrust injury? Should disgorgement be calculated to remove all profits earned from the acquisition, all profits attributable to antitrust harm, or some other approach? How should the Commission assess benefits obtained in an unlawful acquisition, or other transaction, that do not flow directly from immediate injury to customers, *e.g.,* where the violator reduces its investments in future technology because of a reduction in the competition it faces? Is the approach used to calculate disgorgement in *S.E.C.* v. *First City Financial Corporation, Ltd.,* 890 F.2d 1215 (D.C. Cir. 1989), appropriate for the Commission's use?

3. What other factors should the Commission consider in determining whether to seek disgorgement? How should the Commission weight and what is the relevance to the Commission of the following factors in determining whether to seek disgorgement: (i) The impact that seeking such a remedy may have on other aspects of any settlement negotiations, *e.g.,* delay in obtaining divestiture or other structural relief; (ii) the adequacy of other forms of relief (including civil penalties); (iii) the egregiousness of the conduct at issue; (iv) the extent of harm to the market generally or to indirect purchasers who may be unable to pursue a claim; (v) the ability of an affected party to secure relief independently of the Commission, *e.g.,* by private actions; (vi) the advantages or disadvantages of litigation in federal court rather than in an administrative proceeding; and (vii) the possible tradeoff between addressing past harm more thoroughly (through disgorgement) and an interest in obtaining relief quickly (through a conduct or structural remedy) so as to limit the effects of a continuing violation?

4. Should pending or potential private litigation, actions by state attorneys general, or civil or criminal prosecution by the Antitrust Division of the Department of Justice, affect the Commission's decision to seek disgorgement? Is this decision any different from the Commission's decision to seek other equitable relief, *e.g.,* divestiture, in cases where other related private or public litigation exists or its possible? Will Commission disgorgement claims encourage or discourage the decision of private parties or states to bring or continue litigation, or settlement negotiations, in such cases? If so, what would the ultimate effect on consumer welfare be under each such scenario?

5. In light of the fact that disgorgement and restitution have distinct theoretical underpinnings and equitable rationales, are there circumstances in competition cases in which one or the other of these remedies is more appropriate? What are the considerations that should inform such decisions?

6. When and how should disgorgement funds recovered by the Commission be distributed as restitution when there is parallel private litigation? For example, should any recovery of disgorgement or restitution by the Commission affect the calculation of or be used to pay attorney's fees in parallel litigation, and, if so, in what way? In any restitution program, how should direct and indirect purchasers be treated? How should the Commission proceed if its own action and parallel private action are not consolidated before a single judge?

The Commission is also interested in learning about parties' experiences in analogous circumstances involving disgorgement with other federal or state agencies and in other enforcement areas.

By direction of the Commission.