Dated: February 2, 2001.

**Elizabeth S. Woodruff,**

*Secretary to the Board, Federal Retirement Thrift Investment Board.*

[FR Doc. 01–3233 Filed 2–2–01; 4:56 pm]

BILLING CODE 6760–01–M

## FEDERAL TRADE COMMISSION

## Public Workshop: The Information Marketplace: Merging and Exchanging Consumer Data

**AGENCY:** Federal Trade Commission.

**ACTION:** Notice announcing public workshop.

**SUMMARY:** The Federal Trade Commission (''Commission'') has set Tuesday, March 13, 2001 as the date for a public workshop exploring how businesses merge and exchange detailed consumer information and how such information is used commercially.

**DATE & SCHEDULE:** The workshop will be held from 9:00 a.m. to 5:00 p.m. on March 13, 2001 in the Commission Meeting Room (432), 600 Pennsylvania Avenue, NW., Washington, DC 20580. Public sign-in will begin at 8:00 a.m. The event is open to the public and no advance registration is required. There is no fee for attendance. In addition, the workshop will be audiocast live over the Internet. A detailed agenda and additional information on the workshop will be posted on the Commission's web site, *www.ftc.gov.* in advance of the workshop.

**FOR FURTHER INFORMATION:** For questions about the workshop, contact: Martha Landesberg, telephone 202–326–2825, e-mail *mlandesberg@ftc.gov*, or Allison Brown, telephone 202–326–3079, *aibrown@ftc.gov*. Both of the above staff can be reached by mail at: Division of Financial Practices, Federal Trade Commission, 600 Pennsylvania Avenue, NW., Washington, DC 20580.

**SUPPLEMENTARY INFORMATION:**

### Background and Workshop Goals

In reports to Congress in June and July 2000, the Commission examined the practices of third-party Internet advertising networks engaged in ''online profiling'' activities [1] These entities collect information about consumers as they surf across web sites to create detailed profiles which include information about consumers' surfing habits, and other personal and non-personal information, for the purpose of sending targeted online advertising messages to individual consumers.

Now, the Commission proposes to explore how detailed consumer profiles—*i.e.*, compilations of identifying information, preference information, purchasing habits, and other information relating to a particular consumer—are created and used by entities other than third-party Internet advertising networks. In particular, the Commission plans to consider whether and how consumer profiles are created through the merger and exchange of data between companies, regardless of whether the data at issue is collected or used online or offline, and how such profiles are used commercially. The goal of the upcoming workshop is to educate the Commission and the public about current business practices and emerging technologies.

### Questions To Be Addressed

Among the questions that may be addressed at the workshop are the following:

- What kinds of consumer information do businesses purchase, sell or exchange to create profiles and what are the sources of that information?
- Are there new technologies or technical standards that may increase the sharing of detailed consumer information and do they include or facilitate privacy protections?
- How does the merger and exchange of detailed consumer data between companies affect consumers?
- What types of notice have businesses provided to consumers regarding various kinds of data merger and exchange activities?
- What business purposes are served by the creation of consumer profiles through the merger of a company's internal information about consumers with information obtained from third-parties?

By direction of the Commission.

**Donald S. Clark,**

*Secretary.*

[FR Doc. 01–3194 Filed 2–6–01; 8:45 am]

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[1] *See* **Online Profiling:** A Report to Congress (June 2000) (issued by a vote of 5–0, with Commissioner Swindle concurring in part and dissenting in part), available at *http://www.ftc.gov/os/2000/06/onlineprofilingreportjune2000.pdf*; Online Profiling: A Report to Congress, Part 2 (July 2000) (issued by a vote of 4–1, with Commissioner Swindle dissenting and Commissioner Leary concurring in part and dissenting in part), available at *http://www.ftc.gov/os/2000/07/onlineprofiling.htm*.

## FEDERAL TRADE COMMISSION

**[File No. 001 0086]**

## El Paso Energy Corp., et al.; 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 February 28, 2001.

**ADDRESSES:** Comments should be directed to: FTC/Office of the Secretary, Room 159, 600 Pennsylvania Ave., NW., Washington, DC 20580.

**FOR FURTHER INFORMATION CONTACT:** William Vigdor or John Weber, FTC/S–2105, 600 Pennsylvania Ave., NW, Washington, DC 20580. (202) 326–3177 or 326–2829.

**SUPPLEMENTARY INFORMATION:** Pursuant to Section 6(f) of the Federal Trade Commission Act, 38 Stat. U.S.C. 46 and § 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 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 29, 2001), on the World Wide Web, at *http://www.ftc.gov/os/2001/01/index.htm*. A paper copy can be obtained from the FTC Public Reference Room, Room H–130, 600 Pennsylvania Ave., NW., Washington, DC 20580, either in person or by calling (2020) 326–3627.

Public comment is invited. Comments should be directed to: FTC/Office of the Secretary, Room 159, 600 Pennsylvania Ave., NW., Washington, DC 20580. Two paper copies of each comment should be filed, and should be accompanied, if possible, by 31/2 inch diskette containing, and electronic copy of the comment. Such comments or views will be considered by the Commission and will be available for inspection and copying at its principal office in accordance with § 4.9(b)(6)(ii) of the Commission's rule of practice (16 CFR 4.9(b0(6)(ii)).

**Analysis of the Complaint and Proposed Consent Order to Aid Public Comment**

*I. Introduction*

The Federal Trade Commission (''Commission'') has accepted for public comment an Agreement Containing Consent Orders and a proposed Decision and Order (''proposed Order'') with El Paso Energy Corporation (''El Pasoa''), The Coastal Corporation (''Coastal''), and Dominion Resources, Inc. (''Dominion''). The proposed Order seeks to remedy the anticompetitive effects of El Paso's acquisition of Coastal by requiring El Paso and Coastal (''Respondents'') to divest their interests in ten pipelines and one pipeline yet to be constructed. The divestitures are in locations where the Respondents already own additional pipelines and their ownership of the pipelines to be divested would likely injure competition. Additionally, the proposed Order seeks to remedy competition by establishing a development fund to be made available to the purchaser of the Green Canyon and Tarpon pipelines for the purpose of paying to construct pipelines into a defined area of competitive concern.

*II. Description of the Parties and the Proposed Acquisition*

El Paso, a Delaware corporation, is engaged in the transportation, gathering, processing, and storage of natural gas; the marketing of natural gas, power, and other energy-related commodities; power generation; the development and operation of energy infrastructure facilities worldwide, and the domestic exploration and production of natural gas and oil. El Paso owns or has interests in more than 38,000 miles of intrastate and intrastate natural gas pipelines connecting the nation's principal natural gas supply to consuming regions. In 1999, El Paso had revenues of $106 billion and earnings of $191 million, before interest and taxes.

Coastal, a Delaware corporation, is a diversified energy and petroleum products company. Coastal explores for, produces, gathers, processes, transports, stores, markets and sells natural gas throughout the United States. It is also engaged in refining, marketing, and distributing petroleum products; coal mining; and marketing power. Coastal owns or has interest in more than 18,000 miles of natural gas pipelines that serve the Rocky Mountain area, the Midwest, the south central United States, New York State, and other areas of the northeastern United States. In 1999, Coastal reported revenues of $8.2 billion, and earnings of $996.1 million before interest and taxes.

El Paso will acquire all of Coastal's common stock and the former Coastal shareholders will, as a result, own approximately 53% of El Paso's voting securities (''proposed Acquisition''). The total dollar value of the transaction (which includes about $6 billion in debt and preferred securities) is estimated to be $16 billion. The Respondents will have an asset base of approximately $31.5 billion.

*III. The Complaint*

The Complaint alleges that the relevant line of commerce (*i.e.*, the product market) in which to analyze the proposed Acquisition is the transportation of natural gas via pipeline. For many end users, there are no substitutes for natural gas, and there is no practical alternative to pipeline transportation. The relevant market can be further delinated by focusing on long term firm transportation, which is a type of natural gas transportation service requiring the pipeline company to guarantee for one year or more that it will transport a specified daily quantity of natural gas from one destination to another, without interruption. Many natural gas users cannot bear the risk of interruption and, in areas where pipeline capacity is constrained periodically, these users must purchase long term firm transportation. For these customers, other pipeline services and periodic resales of transportation by holders of long term transportation rights are not reasonably interchangeable. Another relevant market in which to analyze the effects of the proposed Acquisition is the provision of tailored services. Tailored services allow users of natural gas to balance their changes in natural gas demand with their supply of natural gas and transportation. Tailored services include limited notice and no notice service, and are typically sold in conjunction with natural gas storage services.

The Complaint further alleges that the proposed Acquisition, if consummated, will eliminate and direct competition between the two companies in violation of Section 5 of the FTC Act, as amended, 15 U.S.C. 45, and Section 7 of the Clayton Act, as amended, 15 U.S.C. 18, in the following 20 sections of the country (*i.e.*, the geographic markets): (a) Central Florida, (b) metropolitan areas of Buffalo, Rochester, Syracuse, and Albany, New York; (c) the metropolitan area of Milwaukee, Wisconsin; (d) the metropolitan area of Evansville, Indiana; and (e) 13 areas in the Gulf of Mexico. The Complaint alleges that each of these markets is highly concentrated, and the acquisition would substantially increase that concentration. In each of the relevant markets, pipelines owned by El Paso and Coastal are two of the most significant competitors. In some instances, El Paso and Coastal are the only two options available to customers, and in other instances, they represent two of three options. The merger not only eliminates existing competition between El Paso and Coastal pipelines but also threatens to forestall potential new competition as well. After the proposed acquisition, with the elimination of competition between El Paso and Coastal, it is likely that prices of transportation will increase and output of transportation will be reduced in the relevant markets, thereby increasing the cost of electricity and natural gas service.

The Complaint further alleges that new entry into the relevant geographic markets would not be likely, timely, or sufficient to prevent or counteract these anticompetitive effects and to prevent the Respondents from maintaining a price increase above pre-acquisition levels. There are substantial barriers to entering these markets, as building additional pipelines to natural gas production areas, to natural gas consuming areas, to natural gas storage fields, or outside the geographic market is expensive and would take more than two years. Major pipeline projects require approval from the Federal Energy Regulatory Commission, which is likely to take three or four years. In addition, it requires considerable time for a new entrant to secure rights of way, overcome landowner and environmental hurdles, secure sufficient advance commitments from customers, and obtain regulatory approvals in the face of opposition from competition.

*IV. Terms of the Proposed Order*

The proposed Order is designed to remedy the alleged anticompetitive effects of the proposed Acquisition. Under the terms of the proposed Order, the Respondents must, within twenty days from the date upon which the Commission places the proposed Order on the public record, divest their interests in: Gulfstream Natural Gas System to Duke Energy and Williams Gas Pipeline; the Empire pipeline to Westcoast Energy; the Green Canyon and Tarpon pipelines to Williams Field Services; the Manta Ray, Nautilus, and Nemo pipelines to Enterprise Products; and the Stingray pipeline to Shell Gas Transmission and Enterprise Products. The Respondents must also divest their interests in the Midwestern Gas

Transmission pipeline (''MGT'') within 120 days of the date upon which the Commission places the proposed Order on the public record, UTOS by April 1, 2001, and the Iroquois pipeline within 90 days of the date upon which the Commission places the proposed Order on the public record.

The Commission is satisfied that the acquirers identified in the proposed Order are well-qualified acquirers and will compete vigorously with the Respondents. The Commission will evalute additional proposed acquirers for assets to be divested under the proposed Order to make certain that such acquirers will not prevent competitive problems.

In connection with the divestiture of their interests in the Empire, MGT, Stingray, and UTOS pipelines, the proposed Order requires the Respondents to provide transitional services to the purchaser of these pipelines, at a reasonable fee, sufficient to operate the assets. The Respondents must provide these services for a period of up to nine months. Also, in connection with the divestiture of these assets, the Order requires the Respondents to give the acquirers an opportunity to transfer applicable employment relationships from either Coastal or El Paso to each acquirer. These provisions of the proposed Order help assure that there will be a successful and reasonably short transition of the pipelines to the new owners.

The proposed Order also contains additional provisions with respect to the divestiture of Gulfstream Natural Gas System. Gulfstream Natural Gas System is beginning to construct a 140-mile natural gas pipeline that will originate near Mobile Bay, Alabama; extend across the Gulf of Mexico to the west coast of Florida near Tampa; and extend inland to various destinations in the Florida peninsula. To ensure that the pipeline meets its scheduled in-service date of June 1, 2002, the proposed Order requires Respondents to provide consulting services, at a reasonable fee, to the buyer of Gulfstream until June 2002. The proposed Order prohibits the Respondents from acquiring any long term firm capacity on Gulfstream (except for their own end use) and from disclosing or making available any Gulfstream confidential information to any person. The Respondents are further prohibited from using any Gulfstream confidential information, except to provide consulting services to the buyer of Gulfstream.

In connection with the divestiture of the MGT pipeline, the proposed Order requires the Respondents to include and enforce a provision in the MGT purchase and sale agreement that requires the MGT acquirer to connect MGT to the Guardian pipeline (''Guardian Interconnection''). The Respondents are prohibited by the proposed Order from engaging in any action, or failing to take any action, the result of which would prevent, hinder, or delay completion of the Guardian Interconnection. Furthermore, the proposed Order prohibits the Respondents from engaging in any unfair or deceptive practice that would prevent, hinder, or delay construction of the Guardian pipeline; and requires Respondents to notify publicly the Federal Energy Regulatory Commission and the Public Service Commission of Wisconsin if Respondents fund any third-party effort to oppose the Guardian pipeline. These provisions are designed to ensure the effectiveness of the Commission's remedy. With regard to the MGT divestiture, the Respondents must divest MGT to a buyer approved by the Commission within 120 days from the date upon which the Commission places the proposed Order on the public record.

In connection with the divestiture of its interests in the Iroquois pipeline, the proposed Order prohibits Respondents from divesting more than 8.72% of their partnership interest in Iroquois pipeline to Dominion Resources. This limitation prevents Dominion Resources from acquiring additional control or influence over the Iroquois pipeline that could be used to thwart competition. The proposed Order also prohibits Respondents from serving on any committee of the Iroquois pipeline, attending any meeting of any such committee, or receiving any information from the Iroquois pipeline not made available to all shippers or to the public at large. Furthermore, until the Respondents are removed from the Iroquois Management Committee, the proposed Order requires that the Respondents' vote be case in favor of expansion, if such a vote should arise. The Respondents are also deemed, by proposed Order, to vote to create unanimity when unanimous action is required within a voting bloc in order to cast that bloc's vote. These provisions prevent the Respondents from gaining access to competitively sensitive information that could be used to prevent competition between Respondents and the Iroquois pipeline, and keep the Respondents from limiting the ability of the Iroquois pipeline to expand in the Albany market.

The proposed Order also requires that the Respondents to create a fund to encourage expansions of the Tarpon and Green Canyon pipelines by providing $40 million, within ten days from the date of the divestiture of the Tarpon and Green Canyon pipelines, to be deposited in an interest-bearing account. The Tarpon and Green Canyon pipelines will be permitted to use the fund to pay the direct costs of constructing a natural gas pipeline or related facility that originates at any pipeline owned by the Green Canyon and Tarpon acquirer, and which extends to a location within a specified area. The fund will ensure that competition is maintained by allowing the Tarpon and Green Canyon acquirer to extend its pipelines into an area of competitive concern and to compete against the Respondents in that area. Without this fund competition would be reduced and the Tarpon and Green Canyon acquirer would be at a competitive disadvantage due to the longer distance between the acquiring firm's pipelines and the areas of concern. Any money remaining in the fund after twenty years will be paid to Respondent El Paso.

The proposed Order further requires that the Respondents assist the acquires of the Gulfstream, Empire, Iroquois, MGT, Green Canyon, Tarpon, Nautilus, Manta Ray, Nemo, Stingray, and UTOS pipelines in obtaining any approval, consent, ratification, waiver, or other authorization (including governmental) that is or will become necessary to complete the divestitures required by the proposed Order.

Additionally, for a period of 10 years after the proposed Order becomes final, the Respondents must provide written notice to the Commission prior to acquiring any interest in any of the assets which are required to be divested by the proposed Order. The proposed Order also prohibits the Respondents from entering into any agreement to acquire any rights to long term firm transportation on the Gulfstream, Empire, or MGT pipelines from the date Respondents sign the Agreement Containing Consent Orders until Respondents have divested the applicable pipeline. After that date, and for a period of ten years, Respondents must provide advance written notification before entering into an agreement to purchase long term firm transportation greater than 100,000 dekatherms per day on either the Empire or MGT pipeline. There is an exception to these restrictions where the purchase of the transportation is for the Respondents' own end use. Furthermore, the Respondents must provide the Commission with a report of compliance with the proposed Order within 60 days after the proposed Order becomes final, annually thereafter until the order terminates, and at other times as the Commission may require.

The parties will also be subject to an ''Order to Maintain Assets,'' to be issued by the Commission. Under the Order to Maintain Assets, between the date the Respondents sign the Agreement Containing Consent Orders and the date of divestiture of the applicable asset, the Respondents must maintain the assets to be divested in substantially the same condition as existing on the date the Respondents signed the Agreement Containing Consent Orders; use their best efforts to keep available the services of current personnel relating to the assets to be divested and to maintain the relations and good will of those entities which have business relationships with the assets to be divested; and preserve the assets to be divested intact as an ongoing business. Under the Order to Maintain Assets, the Respondents must also provide the acquirers of the assets to be divested an opportunity to transfer employment relationships from the Respondents to the acquirers. In addition, the Order to Maintain Assets imposes several obligations on the Respondents which are also imposed by he proposed Order and which are mentioned earlier in this notice.

Further, Dominion Resources, which already owns 16% of the Iroquois pipeline, has been made a party to the proposed Order for the purposes of requiring it to provide the Commission with advance written notification before increasing its interest in the Iroquois pipeline.

Finally, under the terms of the proposed Order, in the event that El Paso does not divest the assets required to be divested under the terms and time constraints of the proposed Order, the Commission may appoint a trustee to divest those assets, expeditiously, and at no minimum price. The proposed Order also authorizes the Commission to appoint a Monitor Trustee to oversee the Development Fund by ensuring that those funds are used in a manner consistent with the terms of the proposed Order.

*V. Opportunity for Public Comment*

The proposed Order has been placed on the public record for 30 days for receipt of comments by interested persons. Comments received during this period will become part of the public record. After 30 days, the Commission will again review the proposed Order and the comments received and will decide whether it should withdraw from the proposed Order or make it final. By accepting the proposed Order subject to final approval, the Commission anticipates that the competitive problems alleged in the Complaint will be resolved. The purpose of this analysis is to invite public comment on the proposed Order, including the proposed divestitures, to aid the Commission in its determination of whether to make the proposed Order final. This Analysis is not intended to constitute an official interpretation of the proposed Order, nor is it intended to modify the terms of the proposed Order in any way.

By direction of the Commission.

**Donald S. Clark,**

*Secretary.*

[FR Doc. 01–3190 Filed 2–06–01; 8:45 am]

**BILLING CODE 6750–01–M**

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## FEDERAL TRADE COMMISSION

**[File No. 001–0172]**

## Entergy Corporation, et al., 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 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 March 2, 2001.

**ADDRESSES:** Comments should be directed to: FTC/Office of the Secretary, Room 159, 600 Pennsylvania Ave., NW., Washington, DC 20580.

**FOR FURTHER INFORMATION CONTACT:** William Vigdor, Frank Lipson or Anne Schenof, FTC/S–2105, 600 Pennsylvania Ave., NW., Washington, DC 20580. (202) 326–3177, 326–2617 or 326–2031.

**SUPPLEMENTARY INFORMATION:** Pursuant to section 6(f) of the Federal Trade Commission Act, 38 Stat. 721, 15 U.S.C. 46 and § 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 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 31, 2001), on the World Wide Web, at ''http://www.ftc.gov/os/2001/01/index.htm.'' A paper copy can be obtained from the FTC Public Reference Room, Room H–130, 600 Pennsylvania Avenue, NW., Washington, DC 20580, either in person or by calling (202) 326–3627.

Public comment is invited. Comments should be directed to: FTC/Office of the Secretary, Room 159, 600 Pennsylvania Ave., NW., Washington, DC 20580. Two paper copies of each comment should be filed, and should be accompanied, if possible, by a 3½ inch diskette containing an electronic copy of the comment. Such comments or views will be considered by the Commission and will be available for inspection and copying at its principal office in accordance with Section 4.9(b)(6)(ii) of the Commission's rules of practice (16 CFR 4.9(b)(6)(ii)).

### Analysis of the Complaint and Consent Order To Aid Public Comment

*I. Introduction*

The Federal Trade Commission has accepted for public comment an Agreement Containing Consent Order (''Consent Agreement'') with Entergy Corporation and Entergy-Koch, LP (''EKLP''), a limited partnership owned equally by Entergy and Koch Industries, Inc., and has issued a Complaint and the Decision and Order (''Order'') contained in the Consent Agreement. The Order seeks to remedy the anticompetitive effects of EKLP's acquisition from Koch of the Gulf South Pipeline Company, LP (formerly the Koch Gateway Pipeline Company and referred to herein as ''Gulf South''). As a result of this acquisition, Entergy will own 50 percent of the Gulf South pipeline, a major natural gas pipeline serving Entergy's regulated utilities in Louisiana and Mississippi. The Order requires Entergy to adopt an open-solicitation process for its purchase of natural gas and gas transportation. Adoption of these measures will avoid affiliate bias in Entergy's purchase of gas supplies and the resulting higher energy prices.

*II. Description of the Parties and the Proposed Joint Venture*

Entergy, a Delaware corporation, is engaged in the generation, transmission, and distribution of electricity. Entergy provides retail electric service to customers in portions of Arkansas, Louisiana, Mississippi, and Texas. Entergy also owns the local natural gas distribution utility in New Orleans and Baton Rouge, Louisiana. In 1999,